

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3938395

The Registrar of Companies for England and Wales hereby certifies that

NPI (RODDIS HOUSE) LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 28th February 2000



N03938395R

A.J. Harness
A J HARNESS

For The Registrar Of Companies



C O M P A N I E S H O U S E



12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

CHFP029

3938395

Company Name in Full

NPI (Roddis House) Limited

I, LINDSEY ANNE KIEWICK FOR HENDERSON SECRETARIAL SERVICES LTD
of 3 FINSBURY AVENUE, LONDON EC2N 2PA

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

LAKOSWICK

Declared at

3 FINSBURY AVENUE, LONDON EC2N 2PA

Day Month Year

On

24 02 2000

• Please print name.

before me

JONATHAN SHELDON THOMAS

Signed

Jonathan Sheldon Thomas

Date

24 / 2 / 00

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

HENDERSON SECRETARIAL SERVICES LIMITED, 3 FINSBURY AVENUE, LONDON, EC2N 2PA

Tel 0171-410-4100

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



SECRETARIAT

10

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

CHFP029

**First directors and secretary and intended situation of
registered office**

3938395

Company Name in full

NPI (Roddiss House) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

3 FINSBURY AVENUE

Post town LONDON

County / Region

Postcode EC2M 2PA

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

0

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

HENDERSON SECRETARIAL SERVICES LIMITED, 3 FINSBURY AVENUE,

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NPI (Roddis House) Limited

NAME * Style / Title

*Honours etc

Forename(s)

Surname

HENDERSON SECRETARIAL SERVICES LIMITED

Previous forename(s)

* Voluntary details

Previous surname(s)

TOUCHE REMNANT SECRETARIAL SERVICES LIMITED

Address

3 FINSBURY AVENUE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

EC2M 2PA

Country

I consent to act as secretary of the company named on page 1

Consent signatureLAKOSWICK
For and on behalf of

Date

22/2/00

Directors (see notes 1-5)

Please list directors in alphabetical order

Henderson Secretarial Services Limited

NAME * Style / Title

*Honours etc

Forename(s)

Surname

HENDERSON ADMINISTRATION SERVICES LIMITED

Previous forename(s)

Previous surname(s)

AMP ASSET MANAGEMENT LIMITED

Address

3 FINSBURY AVENUE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

EC2M 2PA

Country

Day Month Year

Date of birth

Nationality

Business occupation**Other directorships**

I consent to act as director of the company named on page 1

Consent signatureh.w/hw
for Henderson Administration
Services Ltd

Date

22/2/00

Directors (continued) (see notes 1-5)
NAME * Style / Title

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

NPI (RODDIS HOUSE) LIMITED

THE COMPANIES ACT 1985 (AS AMENDED)
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF NPI (RODDIS HOUSE) LIMITED



3938395

1. The Company's name is NPI (Roddiss House) Limited.
2. The Company's registered office is to be situated in England.
3. The Company's objects are:-
 - (A) to undertake and carry on the office of nominee, trustee, custodian, executor, administrator, liquidator, receiver, committee or attorney and any other office or situation of trust or confidence, and to perform and discharge the duties and functions incidental thereto and generally to undertake and transact all kinds of trust and agency business, either gratuitously or otherwise and for the purposes aforesaid, to hold, deal with, manage, direct the management of, buy, sell, exchange, develop, mortgage, charge, lease, dispose of or grant any rights or interest in, over or upon any real or personal property of any kind whatsoever and for the purposes aforesaid to undertake and carry on any business, undertaking, activity or transaction and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require; to do and execute all such acts and things, deeds and instruments as may be incidental, necessary or convenient to enable the Company to carry out its offices and duties as aforesaid; and to make deposits, enter into recognisances and bonds and otherwise give security for the due execution of any such offices and functions as aforesaid;
 - (B) for the purposes set out in paragraph 3(A), to lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company;
 - (C) for the purposes set out in paragraph 3(A), to borrow and raise money and to obtain and utilise banking facilities of any nature on any terms and for any purposes whatsoever, including but not limited to facilities for the issue by any bank or financial institution of bonds, guarantees, indemnities, documentary and other credits to any person in respect of the obligations or purported obligations of the Company, and to give counter-indemnities on any terms to any banks or financial institution issuing such bonds, guarantees, indemnities, documentary or other

N. INC £100
R.B.O.S. 254179
S. DAY
14/18

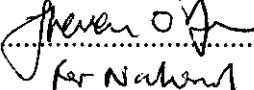
credits and to secure any debt or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company and by the creation and issue on any terms of debentures, debenture stock or other securities of any description;

- (D) for the purpose set out in paragraph 3(A), to enter into any guarantee, bond, indemnity or counter-indemnity and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities of or by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner whatsoever, the payment or repayment of any moneys secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a subsidiary or holding company of the Company or a subsidiary of any such holding company or is otherwise associated with the Company in business;
- (E) for the purposes set out in paragraph 3(A), to enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits as may be considered expedient; and
- (F) to carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to the general business of the Company.

It is hereby declared: (1) that the expressions "subsidiary" and "holding company" where they appear in this Clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985; (2) that, where the context so admits, the word "company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.
5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

I, the Subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and agree to take the number of shares shown opposite my name.

Name and Address of Subscriber	Number of shares taken by the Subscriber
National Provident Life Limited National Provident House 55 Calverley Road Tunbridge Wells Kent TN1 2UE	One
 for National Provident Life Ltd	
Total shares taken	One

Dated:.....25/2/2000.....

Witness to the above signature:

.....A. K. Hicks
NATIONAL PROVIDENT HOUSE
TUNBRIDGE WELLS
TN1 2UE

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

NPI (RODDIS HOUSE) LIMITED

Preliminary

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ('Table A') shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, regulations 46, 47, 64, 73 to 75 inclusive and 80 of Table A shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. Any words or expressions defined in the Companies Act 1985 ('the Act'), the Companies Act 1989 or in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these articles.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

Shares

3. In accordance with section 91 of the Act, section 89(1) and section 90(1)-(6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company.

Transfer of Shares

4. The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, and regulation 24 of Table A shall be modified accordingly.

Proceedings at General Meetings

5. At any general meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Directors

6. The number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and regulation 89 Table A shall be modified accordingly.
7. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A shall be deleted.
8. A director shall not be required to retire by rotation and regulations 76, 77 and 78 of Table A shall be modified accordingly.
9. If and for so long as a majority of the equity share capital for the time being of the Company is beneficially owned by another body corporate the directors of the Company or any of them may be appointed and removed by written notice served on the Company by the beneficial owner for the time being of such amount of the equity share capital of the Company.
10. The directors may exercise all the powers of the Company to borrow money and to mortgage and charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
11. If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a board meeting of the directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director.

12. Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout, including any proposal concerning any insurance which the company is empowered to purchase and/or maintain for the benefit of and against any liability incurred by any director of the company or persons who include directors, and if he shall so vote his vote shall be counted, and regulation 94 of Table A shall be modified accordingly.
13. In regulation 93 of Table A the following words 'either signed or approved by letter, telex, telegram, telefacsimile or other electronic means' shall be substituted for the word 'signed' where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.

Single-member company

14. If, and for so long as, the Company has only one member, the following provisions shall apply:
 - (a) One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the Company.
 - (b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and regulation 42 of Table shall be modified accordingly.
 - (c) A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
 - (d) If the Company has only one member and such member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, then such member shall (unless that decision is taken by way of written resolution) provide the Company with a written record of that decision.
15. All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to the Company where it has only one member.

Indemnity

16. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Notices

17. Without prejudice to regulations 112 to 116 (inclusive) in Table A, the Company may give notice to a member by electronic means provided that:-
 - (a) the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and
 - (b) the electronic means used by the Company enables the member concerned to read the text of the notice.
18. A notice given to a member personally or in a form permitted by Article 17 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.
19. Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 17 above.
20. In these articles "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

Name and Address of Subscriber

National Provident Life Limited
National Provident House
55 Calverley Road
Tunbridge Wells
Kent
TN1 2UE

John O'Leary
.....
for National Provident Life Ltd

Dated:.....*23/2/2000*.....

Witness to the above signature:

A.K. Hicks
.....

NATIONAL PROVIDENT HOUSE
TUNBRIDGE WELLS
TN1 2UE