

FILE COPY



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

Company No. 4000296

The Registrar of Companies for England and Wales hereby certifies that
CELTIC MARKETING (LONDON) LIMITED

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

Given at Companies House, Cardiff, the 23rd May 2000



N040002968



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

C007



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

Company Name in full

CELTIC MARKETING (LONDON)
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

900-100 SYDNEY STREET

CHELSEA

Post town

LONDON

County / Region

Postcode

SW3 6NJ

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.

X

Agent's Name

SCF (UK) LIMITED

Address

90-100 SYDNEY STREET

Post town

CHELSEA

County / Region

LONDON

Postcode

SW3 6NJ

Number of continuation sheets attached

—

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.

VERITY HOWLAND

900-100 SYDNEY STREET, CHELSEA,
LONDON SW36NJ Tel 0207 352 2274

DX number

DX exchange



A07
COMPANIES HOUSE

A5J32QLB
0145
18/05/00

Form revised July 1998

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

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

CELTIC MARKETING (LONDON) LIMITED

NAME *Style / Title

—

*Honours etc

—

* Voluntary details

Forename(s)

—

Surname

SCF SECRETARIES LIMITED LIABILITY COMPANY

Previous forename(s)

—

Previous surname(s)

—

Address

AMERICAN NATIONAL BANK BUILDING

Usual residential address

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

1912 CAPITAL AVENUE

Post town

CHEYENNE

County / Region

WYOMING

Postcode

82001

Country

UNITED STATES OF AMERICA

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

Consent signature

PR

Date

9/5/00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

—

*Honours etc

—

Forename(s)

—

Surname

SCF (UK) LIMITED

Previous forename(s)

—

Previous surname(s)

—

Address

900 - 100 SYDNEY STREET

Usual residential address

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

CHELSEA

Post town

LONDON

County / Region

—

Postcode

SW3 6NJ

Country

ENGLAND

Day Month Year

Date of birth

1 00 8 1 9 9 4

Nationality

Business occupation

REGISTRATION AGENTS

Other directorships

—

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

Consent signature

PR

Date

9/5/00

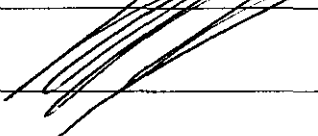
Directors (continued) (see notes 1-5)

* Voluntary details	NAME	*Style / Title		*Honours etc	
		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

9/5/00

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

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

12

Declaration on application for registration

Company Name in full

CELTIC MARKETING (LONDON)
LIMITED

I, SCF Secretaries Limited Liability Company

of 1912 Capitol Avenue, Cheyenne, Wyoming 82001, U.S.A

† 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

Declared at

Bull and Bull Solicitors, 199 Picadilly, London

Day Month Year

On

17 05 2000

• Please print name.

before me •

Sir Simeon Bull

Signed

SIR SIMEON BULL, BT
A COMMISSIONER FOR
OATHS BY VIRTUE OF S.113
OF THE COURTS AND
LEGAL SERVICES ACT 1990

Date

17/5/00

† 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.

The SCF Group

90-100 Sydney Street, London, SW3 6NJ

Tel 0171 352 2274

DX number

DX exchange



A07

HA5J48QLDW

0144

COMPANIES HOUSE

Form revised June 1996

18/05/00

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

DX 235 Edinburgh

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION
OF
Celtic Marketing (LONDON)
Limited



Certificate Number: "Number"

Registered by SCF (UK) Limited
90-100 Sydney Street, Chelsea, London SW3 6NJ, England.
Telephone: 020 7352 2274 Facsimile: 020 795 0016
Website: www.scfgroup.com

The leader in budget company registrations

003125

4 000296



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF
Celtic Marketing
(LONDON)
Limited

0058995
0058995

- (1) THE COMPANY'S NAME IS: Celtic Marketing (LONDON) LIMITED
- (2) THE COMPANY'S REGISTERED OFFICE IS TO BE LOCATED IN ENGLAND AND WALES.
- (3) THE COMPANY'S OBJECTS ARE:
- (a) To carry out any and/or all business activities including but not limited to retail and wholesale activities, general consultancy, import and/or export and/or distribution of any and/or all goods and/or services and/or any other business activities deemed to be in the interests of the Company by the Board of Directors whether or not ancillary and/or complimentary to any other activities provided that such activities are lawful under the laws of England and Wales.
 - (b) To purchase or otherwise acquire any interest in real or personal property including; easements, rights of way, concessions, licences, mortgages, leases, or to sell, hire, rent, surrender or accept surrender, or otherwise deal with freehold, leasehold or any other legal title, or to purchase or otherwise acquire, plant and/or machinery, patents, industrial and/or commercial processes as is adjudged by the board to be in the interests of the company.
 - (c) To erect, build, manufacture, construct, adapt, alter, let on hire, remodel, repair, assemble, pull down, dismantle, enlarge, remove or replace any; shops, stores, offices, warehouses, factories, railways, office equipment, factory plant and material, roads, pathways, or anything else which may be advantageous or convenient to the Company and to subsidise or make such contribution, either directly or indirectly, or to maintain any of the above in anyway deemed to be in the best interests of the Company by the board of directors.
 - (d) To act as wholesaler, retailer or purchase, sell, import or export any goods, services or property, and to give such undertakings, guarantees, part-exchanges as are appropriate in the circumstances and that will be in the best interest of the Company as adjudged by the Board of Directors.
 - (e) To borrow or raise money or ensure such facilities in connection with the Company's business with such security and at such interest rates as may be considered expedient in all the circumstances, In particular the aforementioned can be secured by; mortgage, charge, bond, by using the uncalled capital of the Company, the issue of shares either at par, market or discount value, with such terms, preferences, privileges as are considered appropriate, the issue of debentures, either permanent, repayable or redeemable and



further by, or separately to the above, any trust deed or other legal assurance which is acceptable to any individual, bank, finance house, company, building society or other legitimate lending body.

- (f) To provide credit, act as a guarantor, and/or advance money to customers, firms, companies and others, with or without security, and on such terms as may be deemed appropriate, and to ensure that such advances/guarantees will be honoured if the agreed terms have been satisfied.
- (g) To receive money or deposit or loan, on such terms as the Company may agree and to generally act as bankers to firms, companies, customers and others.
- (h) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or the ex-employees of the Company, its subsidiaries, or predecessors, or the dependants of such persons, and to establish and maintain or concur in the upkeep of trusts, funds or schemes (whether contributory or non-contributory) for the purpose of providing pensions and funds for the aforesaid and their dependants.
- (i) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments of all kinds including; bills of exchange and promissory notes.
- (j) To invest and deal with money not immediately required by the Company for its business to be invested in other areas to be determined by the Company as deemed appropriate in the circumstances by the Board of Directors.
- (k) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or company formed to carry on, or possessed of such real or personal property rights suitable for the purposes of the Company, and to pay for such in cash (by instalments or otherwise), securities, fully or partly paid up shares or by any other method, on such terms and for such time period thought suitable.
- (l) To accept payment for any property or rights disposed of by the Company on such terms and by such method as seems suitable in the circumstances including; the right to accept stock/shares in another company or corporation, with or without preferential rights, debentures, mortgage debentures or any other security approved by the Company.
- (m) To amalgamate, co-operate, come to an arrangement or partnership with any firm, company or person that may benefit the business of this Company, and on such terms and for such time period as may be approved and to acquire, sell, hold or dispose of any real or personal property, shares, stocks or other interests in any such body and to guarantee the contracts or liabilities of and/or assist such, in keeping with the approval terms.
- (n) To sell and in any other manner deal with or dispose of the Company or any of the property, rights and assets, for such consideration and on such terms that may be approved, including the right to manage, improve, turn to account, exchange, rent, have a share of profits or to grant licences, easements, privileges or other such interests and to acquire and protect and renew trade marks, patents, licences, concessions and designs.
- (o) To pay all and any expenses incurred in connection with the promotion, function formation and incorporation of this Company.
- (p) To distribute any property in specie among any members of the Company. To do all or any of the aforementioned in any part of the world as principals, agents, trustees, contractors or otherwise, either alone or with others either by or through agents, trustees, or otherwise.

(q) To do all other things that are incidental or conducive to the attainment of the above rights.

It is hereby expressly declared that each of the foregoing paragraphs shall be construed independently of the other paragraphs hereof, and that none of the objects mentioned in any paragraph shall be deemed to be merely subsidiary to the objects mentioned in any of the other paragraphs.

(4) The liability of the members is limited

(5) The company's share capital is £1,000 divided into 1,000 shares of £1.00 each.

I, the sole subscriber and whose Name & Address appears herein, wish to be formed into a Limited company in pursuance of this Memorandum & Articles of Association and agree to take the number of shares in the capital of the Undertaking set opposite my name:

NAME & ADDRESS OF SUBSCRIBER

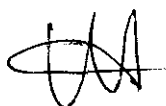
SCF SECRETARIES LIMITED LIABILITY COMPANY
AMERICAN NATIONAL BANK BUILDING
1912 CAPITAL AVENUE
CHEYENNE
WYOMING
82001, USA

PP

TOTAL SHARES TAKEN

TWO ORDINARY SHARES

Witness:



Verity Howland.
90-100 Sydney Street,
Chelsea,
London SW3 6NJ, England.

Tuesday, 09 May 2000

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

Celtic Marketing
(LONDON)
Limited

1. Save as otherwise indicated, the regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) 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.
4. At the date of the adoption of these Articles the capital of the Company is £1,000 divided into 1,000 ordinary shares of £1.00 each.

CAPITAL

5. Subject to Article 6 hereof, the Directors of the Company shall within a period of not more than 5 years from the date of the incorporation, have the authority to exercise the Company's power to allot, grant options over or otherwise deal with or dispose of any relevant securities (as defined by S.80 (2) of the Companies Act, 1985) of the Company to such persons and as such items and conditions that the Directors deem appropriate.
6. (a) Sections 89(1), 90(1) to (6) of the Companies Act, 1985, shall not apply in relation to the issue of any equity securities by the Company but are substituted by Article 6 (subparagraph) (b) hereof. (b) Save as otherwise directed by the Company in a general meeting all shares allotted pursuant to Article 5 hereof must first be offered to the members of the Company in as near a proportion as possible to the existing shares held by them and that such offer shall be made by notice in writing stating the number of shares to which each member is entitled and limiting a time period of not less than 21 days for the offer to be accepted. If such offer is not accepted it will be deemed to have been declined and the Directors may, subject to these Articles, allot or otherwise dispose of the said shares in a manner, which they deem most beneficial to the interests of the Company. If, however, the Directors are of the opinion that the shares cannot be

conveniently offered to the members as hereinbefore provided they may otherwise dispose, allot, or grant options over the same to such persons and on such terms as they think appropriate.

Lien

7. The lien conferred by Regulation 8 Table A of the Companies Act, 1985, on shares and dividends shall also apply to fully paid up shares and dividends registered in the name of any person in respect of all money owed by such person to the Company on whatever basis, whether he is the sole registered holder or one or two or more thereof, or however held.

Transfer of Shares

8. Without assigning any reason the Directors may, with absolute discretion, decline to register any transfer of any share or shares whether or not, it or they, are fully paid up. The first sentence of Regulation 24 of Table A of the Companies Act, 1985 is accordingly not applicable.

Proceedings at General Meetings

9. There shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the company (S.372 (3) of the Companies Act, 1985, with Regulation 38 of Table A modified and the second sentence of Regulation 59 of Table A be deleted).

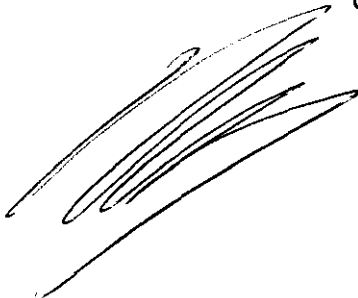
Directors

10. There must be at least one Director but no maximum number of Directors unless and until decided by the Company in a general meeting. If there is a sole Director such director will have all the powers and authorities granted by these Articles and Table A of the Companies Act, 1985, as if there were two or more Directors with Regulations 89 and 90 modified accordingly. The first Directors of the Company shall be the person or persons named in the statement to the Registrar of Companies prior to the formation of the Company pursuant to S.10 of the Companies Act, 1985, and such Directors need not hold shares in the Company but shall, nevertheless, be entitled to receive notice and attend all the meetings of the Company.
11. The Company shall not be subject to S.293 of the Companies Act, 1985, and, therefore, any person can be appointed or elected as a director, whatever his age and no Director shall be required to vacate his Director by reason of his attaining or having attained the age of 70 years.
12. No director shall be subject to retirement by rotation and a Director can only be elected at a general meeting unless:
 - (a) He is recommended by the Directors; or
 - (b) Not less than 15 or more than 35 days before the date of the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

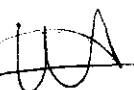
NAME AND ADDRESS OF SUBSCRIBER

SCF SECRETARIES LIMITED LIABILITY COMPANY
AMERICAN NATIONAL BANK BUILDING
1912 CAPITAL AVENUE
CHEYENNE
WYOMING 82001
UNITED STATES OF AMERICA

PP

A large, stylized handwritten signature in black ink, consisting of several overlapping, sweeping strokes.

Witness:

A handwritten signature in black ink, appearing to be 'V. Howland', written over the word 'Witness:'.

Verity Howland.
90-100 Sydney Street,
Chelsea,
London SW3 6NJ, England.

Tuesday, 09 May 2000