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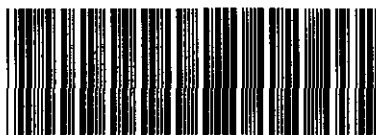
**CERTIFICATE OF INCORPORATION
OF A PUBLIC LIMITED COMPANY**

Company No. 4064363

The Registrar of Companies for England and Wales hereby certifies that
NORTHAMPTON SAINTS PLC

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

Given at Companies House, Cardiff, the 4th September 2000



N04064363D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC008B

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

NORTHAMPTON SAINTS PLC

I, MATTHEW BYRNE

of SHOOSMITHS, LOCK HOUSE, CASTLE MEADOW ROAD, NOTTINGHAM
NG2 1AG

† 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

Matthew Byrne

Declared at

BLOWNE JACOBSON SOLICITORS, 44 CASTLE GATE, NOTTINGHAM
NG1 7BT

Day Month Year

On

24 08 2000

● Please print name.

before me ●

R.V. BECKINGSALE

Signed

R.V. Beckingsale

Date

24/8/00

† 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.

Shoosmiths

Lock House, Castle Meadow Road, Nottingham, NG2 1AG

Tel 0115 906 5000

DX number 10104

DX exchange Nottingham 1

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

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

DX 235 Edinburgh

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by Laserform International Ltd.

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Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

NORTHAMPTON SAINTS PLC

Proposed Registered Office

(PO Box numbers only, are not acceptable)

LOCK HOUSE

CASTLE MEADOW ROAD

Post town NOTTINGHAM

County / Region NOTTINGHAMSHIRE

Postcode NG2 1AG

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

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.

Shoosmiths

Lock House, Castle Meadow Road, Nottingham, NG2 1AG

Tel 0115 906 5000

Number 10104

DX exchange Nottingham 1

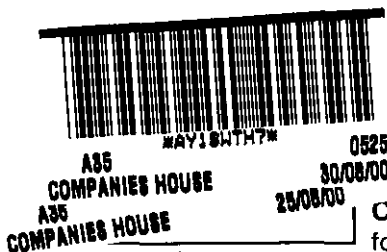
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companies registered in England and Wales

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

DX 235 Edinburgh

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Company Secretary (see notes 1-5)

Company name NORTHAMPTON SAINTS PLC

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s) OLIVER

Surname BROOKSHAW

Previous forename(s) -

Previous surname(s) -

Address

THORPE UNDERWOOD FARM

Usual residential address

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

THORPE UNDERWOOD

Post town NORTHAMPTON

County / Region NORTHAMPTONSHIRE

Postcode NN6 9PA

Country ENGLAND

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

Consent signature

Date 24/8/2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s) MATTHEW

Surname BYRNE

Previous forename(s)

Previous surname(s)

Address

1 LARWOOD GROVE

Usual residential address

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

SHERWOOD

Post town NOTTINGHAM

County / Region NOTTINGHAMSHIRE

Postcode NG5 3JD

Country ENGLAND

Date of birth

Day Month Year

2

2

0

9

1

9

7

4

Nationality

BRITISH

Business occupation

TRAINEE SOLICITOR

Other directorships

NONE

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


Consent signature

Date 24/8/2000

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
	Forename(s)	OLIVER		
	Surname	BROOKSHAW		
	Previous forename(s)			
	Previous surname(s)			
Address	THORPE UNDERWOOD FARM			
<i>Usual residential address</i>	THORPE UNDERWOOD			
For a corporation, give the registered or principal office address.	Post town	NORTHAMPTON		
	County / Region	NORTHAMPTONSHIRE	Postcode	NN6 9PA
	Country	ENGLAND		
	Date of birth	Day: 03, Month: 03, Year: 1956	Nationality	BRITISH
	Business occupation	SOLICITOR		
	Other directorships	NONE		
	I consent to act as director of the company named on page 1			
Consent signature			Date	24/8/2000

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**

Matthew Byrne

Date

24/8/2000

Signed**Date**

24/8/00

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.

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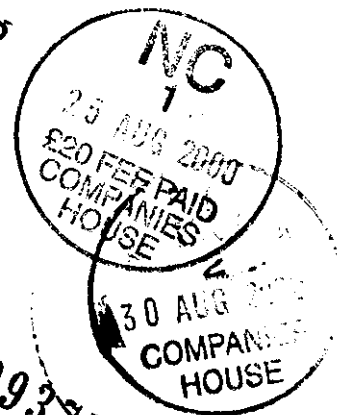
COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

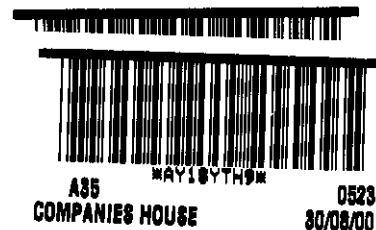
of

NORTHAMPTON SAINTS PLC



093779

- 1 The name of the Company is "Northampton Saints Plc".
- 2 The Company is to be a public company.
- 3 The Registered Office of the Company will be situated in England.
- 4 Object
 - 4.1 The object of the Company is to carry on business as a general commercial company.
 - 4.2 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Companies Act 1985 the Company has power to do all or any of the following things:
 - 4.2.1 To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any business carried on by the Company from time to time or which are likely to be required by customers or other persons having, or about to have, dealings with the Company;
 - 4.2.2 To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing;



- 4.2.3 To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed;
- 4.2.4 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;
- 4.2.5 To acquire, undertake and carry on the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which may in the opinion of the directors be capable of being conveniently carried on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;
- 4.2.6 To acquire an interest in, amalgamate with or enter into partnership or into any arrangement for the sharing of profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company. To lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company. To sell, hold, re-issue, with or without guarantee, or otherwise deal with the same;

- 4.2.7 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
- 4.2.8 To invest and deal with the moneys of the Company in such manner as may from time to time be determined by the directors and to hold or otherwise deal with any investments made;
- 4.2.9 To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner;
- 4.2.10 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- 4.2.11 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- 4.2.12 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;

- 4.2.13 To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit;
- 4.2.14 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions;
- 4.2.15 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world;
- 4.2.16 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- 4.2.17 To promote, finance or assist any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;

- 4.2.18 To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part of parts thereof, for such consideration as the directors shall approve, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over or turn to account or otherwise deal with all or any part of the property or rights of the Company;
- 4.2.19 To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise;
- 4.2.20 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- 4.2.21 To remunerate any person, firm or company rendering services to the Company either by cash payment or by allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- 4.2.22 To pay out of the funds of the Company all or any expenses which the Company may lawfully pay of or incidental to the formation, registration, promotion and advertising of or raising money for the Company, and the issue of its capital including those incurred in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares or other securities;

- 4.2.23 Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges over or in respect of it;
- 4.2.24 To receive money on deposit on such terms as the directors may approve;
- 4.2.25 To adopt such means of making known the businesses and products of the Company as may in the opinion of the directors seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations;
- 4.2.26 To support, subscribe or contribute to any charitable or public object and to support, subscribe or contribute to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;
- 4.2.27 To establish and contribute to any scheme for the purchase or subscription by trustees of shares in the Company to be held for the benefit of the employees of the Company or any subsidiary, allied or associated Company, and to lend

money to such employees or to trustees on their behalf to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them;

- 4.2.28 Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;
- 4.2.29 To purchase and maintain insurance for the benefit of any person who is an officer or employee, or former officer or employee, of the Company or of a subsidiary of the Company or in which the Company has an interest whether direct or indirect or who is or was trustee of any retirement benefits scheme or any other trust in which any such officer or employee or former officer or employee is or has been interested indemnifying such person against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against;
- 4.2.30 To distribute among the shareholders in specie any of the property of the Company or any proceeds of sale or disposal of any property of the Company and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law;
- 4.2.31 To procure the Company to be registered or recognised in any part of the world;
- 4.2.32 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- 4.2.33 To amalgamate with any other company;

- 4.2.34 To do all such other things as are in the opinion of the directors incidental or conducive to the attainment of the Company's objects or any of them, or the exercise of all or any of its powers;

AND so that:-

- 4.2.35 None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company;
- 4.2.36 None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company;
- 4.2.37 The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere;
- 4.2.38 In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

5 The liability of the members is limited.

6 The share capital of the Company is £50,000 divided into 100,000 ordinary shares of 50 pence each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES AND
ADDRESSES OF
SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY
EACH SUBSCRIBER

Peter Seary
Old Hall Cottage
Lyndon Road
Hambleton
Rutland
LE15 8BG



One

Solicitor

Matthew Byrne
1 Larwood Grove
Sherwood
Nottingham
NG5 3JD

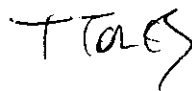


One

Trainee Solicitor

Dated this *24th August* 2000

Witness to the above Signature:



Tracy Tones
24 Penrose Court
Selston
Nottingham
NG16 6RH

Secretary

COMPANIES ACTS 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

NORTHAMPTON SAINTS PLC

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 shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the Company. References herein to regulations are to regulations in the said Table A unless otherwise stated.
- 2 In these articles the expression "the Act" means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

- 3 The share capital of the Company at the date of the adoption of these articles is £50,000 divided into 100,000 ordinary shares of 50 pence each.
- 4 Subject to section 80 of the Act, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

SHARES

- 5 The lien conferred by regulation 8 shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.

- 6 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

- 7 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

- 8 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and regulation 38 shall be modified accordingly.
- 9 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the appointment of directors and the appointment of, and the fixing of the remuneration of, the auditors.
- 10 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
- 11 Regulation 40 shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
- 12 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 13 Regulation 41 shall not apply to the Company.

RESOLUTIONS IN WRITING

- 14 In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.
- 15 In regulations 53 and 93 "writing" shall be deemed to include telex, telegrams, cable, facsimile and other methods of reproducing or communicating writing in visible form.
- 16 In regulation 53 "resolution" shall be deemed to include ordinary, special and extraordinary resolutions and regulation 53 shall be interpreted accordingly.

APPOINTMENT OF PROXIES

- 17 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

APPOINTMENT OF DIRECTORS

- 18 Regulation 64 shall not apply to the Company.
- 19 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. When the minimum number of the directors is one, a sole director shall have

authority to exercise all the powers and discretions by these articles expressed to be vested in the directors generally, and regulation 89 shall be modified accordingly.

- 20 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) shall not apply to the Company.
- 21 No person shall be appointed a director at any general meeting unless either:
- 21.1 he is recommended by the directors; or
- 21.2 not less than fourteen nor more than thirty five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- 22 Subject to article 21 above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 23 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 19 above as the maximum number of directors and for the time being in force.

BORROWING POWERS

- 24 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over 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.

DELEGATION OF DIRECTORS' POWERS

- 25 In addition to the powers to delegate contained in regulation 72, the directors may delegate any of their powers to any committee consisting of one or more directors and

one or more co-opted persons. The directors may authorise the co-option to such a committee of persons other than directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are directors. Regulation 72 shall be modified accordingly.

ALTERNATE DIRECTORS

- 26 An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 shall be modified accordingly.
- 27 A director, or any such other person as is mentioned in regulation 65, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

- 28 The office of a director shall be vacated if he becomes incapable for any reason whatsoever of managing and administering his property and affairs. Regulation 81 shall be modified accordingly.

REMUNERATION OF DIRECTORS

- 29 Any director who serves on any committee, or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise as the directors may determine. Regulation 82 shall be extended accordingly.

GRATUITIES AND PENSIONS

- 30 The directors may exercise the powers of the Company conferred by clause 4.2.26 of the memorandum of association of the Company and shall be entitled to retain any

benefits received by them or any of them by reason of the exercise of any such powers.

- 31 Regulation 87 shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 32 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

- 33 Meetings of the directors may be held by telephone and for the purposes of determining whether the quorum for the transaction of the business of the directors exists any director or directors in communication either with a meeting not held by telephone or, in the absence of such a meeting, with any other director or directors shall be counted in the quorum. Regulation 89 shall be modified accordingly.

- 34 Regulations 94 to 98 (inclusive) shall not apply to the Company.

THE SEAL

- 35 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 shall not apply to the Company.

- 36 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

INDEMNITY

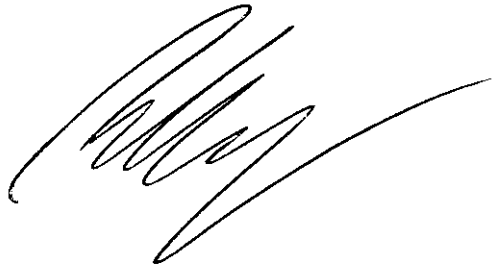
- 37 Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or

about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act. The Company may purchase and maintain insurance cover as necessary for any of the officers of the company against any such liability.

- 38 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.
- 39 Regulation 118 shall not apply to the Company.

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Dated this *24th August*

2000

Witness to the above signatures :



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