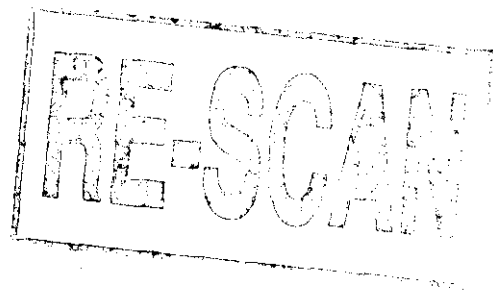


FILE COPY



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

Company No. 4097359

The Registrar of Companies for England and Wales hereby certifies that
CHELSFIELD (NEWCASTLE) 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 26th October 2000



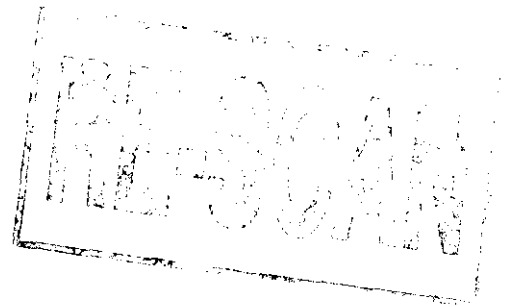
N040973590



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THIS CERTIFICATE/~~DOCUMENT~~ SUPERCEDES THE
CERTIFICATE/~~DOCUMENT~~ IN FILE WHICH
INCORRECTLY QUOTED THE NAME OF THE COMPANY
AS "CHELSFORD (NEWCASTLE) LIMITED"

FILE COPY



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Given at Companies House, Cardiff, the 26th October 2000

THIS CERTIFICATE/~~DOCUMENT~~ CONTAINS A
MISTAKE IN THE NAME OF THE COMPANY AND IS
SUPERSEDED BY THE CERTIFICATE/~~DOCUMENT~~
ON FILE.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B

12

Please complete in typescript,
or in bold black capitals.

CHFP020

Declaration on application for registration

Company Name in full

Chelsfield (Newcastle) Limited

I, Sarah Beadman

of 90 Fetter Lane, London EC4A 1PT

† 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 40 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 the solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

S. Beadman

Declared at

Bird & Bird 90 Fetter Lane London EC4A 1PT

Day Month Year

On

20 10 2000

(1) Please print name.

before me (1)

O. G. GANDY O. G. GANDY

Signed

O. G. GANDY

Date

20.10.2000

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.

Goodman Derrick

Ref MWK/ROS/11257.297

90 Fetter Lane

London EC4A 1PT

Tel 020 7404 0606

DX number 122

DX exchange London/Chancery

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

Please complete in typescript,
or in bold black capitals.

CHFP020

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Chelsfield (Newcastle) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

67 Brook Street

Post town

London

County / Region

Postcode

W1K 4NJ

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.

Goodman Derrick (Ref: MWK/ROS/11257.297)

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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 Chelsfield (Newcastle) Limited

NAME *Style / Title

*Honours etc

*Voluntary details

Forename(s) GD Secretarial Services Limited

Surname

Previous forename(s)

Previous surname(s)

Address

Sixth Floor, 90 Fetter Lane

Usual residential address

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

Post town

London

County / Region

Postcode

EC4A 1PT

Country

UK

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

Consent signature

Michael Jude
Secretarial Services Ltd

Date

20/10/00.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Michael Jude

Surname

Collins

Previous forename(s)

Previous surname(s)

Address

17 Broadfields

Usual residential address

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

Post town

Harpenden

County / Region

Hertfordshire

Postcode

AL5 2HU

Country

UK

Date of birth

Day Month Year

2 | 3 | 0 | 8 | 1 | 9 | 5 | 4

Nationality

British

Business occupation

Solicitor

Other directorships

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

Consent signature

Michael Collins

Date

20-10-00

Directors (continued)

(see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
*Voluntary details	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
	Address	<input type="text"/>								
Usual residential address		<input type="text"/>								
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text"/>	Date	<input type="text"/>						

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**

*Authorized for GD
Secretarial Services Ltd*

Date

28/10/00

Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

028050

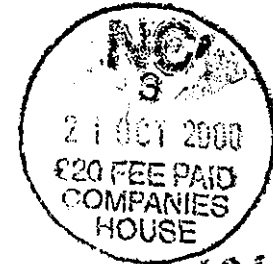
4097359

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CHELSFIELD (NEWCASTLE) LIMITED



W43492

1. The Company's name is "CHELSFIELD (NEWCASTLE) LIMITED".
2. The Company's registered office is to be situated in England and Wales.
- 3.1 The object of the Company is to carry on business as a general commercial company.
- 3.2 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-
 - 3.2.1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - 3.2.2 To pay all costs, charges and expenses incurred in connection with the promotion and establishment of the Company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery;
 - 3.2.3 To employ brokers, commission agents and underwriters upon any issue of shares, debentures or other securities of the Company and to provide for the remuneration for their services in cash, or by the issue of shares, debentures or other securities of the Company, or by the grant of options to take the same, or in any other manner allowed by law;
 - 3.2.4 To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, and to conduct and carry on or liquidate any such business;
 - 3.2.5 To purchase, take on lease or otherwise acquire for the purposes of the Company any estates, lands, buildings, easements or other interests in real estate, and to sell, let or otherwise dispose of or grant rights over any real property belonging to the Company;
 - 3.2.6 To purchase or otherwise acquire, construct, equip, maintain and adapt any premises and other installations and any plant, machinery and other things which may seem necessary or convenient for the purposes of the Company;
 - 3.2.7 To apply for and take out, purchase or otherwise acquire any designs, trade

marks, patents, patent rights or inventions, copyright or secret processes, and to grant licences to use the same;

- 3.2.8 To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description;
- 3.2.9 To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company may determine;
- 3.2.10 To issue, or guarantee the issue of, or the payment of interest on, the shares, debentures, debenture stock or other securities or obligations of any company or association, and to pay or provide for brokerage, commission and under-writing in respect of any such issue;
- 3.2.11 To draw, accept and make, and to endorse, discount and negotiate, bills of exchange and promissory notes and other negotiable instruments;
- 3.2.12 To receive money on deposit at interest or otherwise;
- 3.2.13 To lend or procure the advance of money with or without security;
- 3.2.14 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.
- 3.2.15 To invest the money of the Company in such manner as may be determined;
- 3.2.16 To acquire by subscription, purchase or otherwise, and to hold and sell, shares or stock in any company, society or undertaking;
- 3.2.17 To establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same;
- 3.2.18 To provide for the welfare of persons in or formerly in the employment of the Company or its predecessors in business, and the dependants of such persons, by grants of money, the establishment of pension schemes and benevolent funds or otherwise; and to subscribe to or otherwise aid charitable, benevolent, scientific, national or other institutions or objects, which shall have any claims to support or aid from the Company by reason of the nature or locality of its operations or otherwise;
- 3.2.19 To enter into and carry into effect any arrangement for joint working or profit-sharing, or for amalgamation, with any other company, or any partnership or person, carrying on business within or calculated to promote the objects of the Company;

- 3.2.20 To establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of the Company;
- 3.2.21 To acquire controlling or other interests in any companies, and to subsidise any company in which the Company may be interested;
- 3.2.22 To sell, dispose of, or transfer the business, property and undertaking of the Company, or any part thereof, for any consideration;
- 3.2.23 To accept stock or shares in, or the debentures or other securities of, any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- 3.2.24 To do all or any of the above things (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;
- 3.2.25 Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.

AND so that:-

- (a) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause.
 - (b) 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.
 - (c) In this Clause the expression "the Act" means the Companies Act 1985 as amended or re-enacted from time to time.
- 4. The liability of the Members is limited.
 - 5. The Company's share capital is £100 divided into 100 shares of £1 each.

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

Names and addresses of Subscribers	Number of shares taken by each Subscriber
1. GD Secretarial Services Limited Sixth Floor 90 Fetter Lane London EC4A 1PT	One
SIGNED: <i>[Signature]</i> for GD Secretarial Services Ltd	
Total shares taken	One

Dated this *20th* day of *October* 2000.

Witness to the above Signature:-

SARAH BENJAMIN
90 Fetter Lane
London
EC4A 1PT

[Signature]

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CHELSFIELD (NEWCASTLE) LIMITED

PRELIMINARY

- 1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended ("Table A") shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
- 1.2 In these Articles the expression "the Act" means the Companies Act 1985 as amended or re-enacted from time to time.
- 1.3 Regulations 8, 24, 40, 41, 42, 59, 64, 65, 73 to 80 (inclusive), 87, 94-97 (inclusive), 101 and 118 shall not apply to the Company.

SHARES

- 2.1 Subject to any discretion to the contrary which may be given by the Company in General Meeting shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who are unconditionally authorised to (subject to Section 80 of the Act and to paragraph 2.8 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 2.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct.
- 2.3 The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) ("the Period") within which the offer, if not accepted, will be deemed to be declined.
- 2.4 After the expiration of the Period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the Period, accepted all the shares offered to them.

- 2.5 Such further offer in 2.4 shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members.
- 2.6 The foregoing provisions of paragraphs 2.2 - 2.5 above shall have effect subject to Section 80 of the Act.
- 2.7 Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.8 The authority conferred by this Article on the Directors shall remain in force for a period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority given by this Article may be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting, subject to Section 80 of the Act.

LIEN

3. The lien conferred by Clause 8 in Table A 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. Clause 8 in Table A shall be modified accordingly.
4. At the end of the first sentence of Clause 18 in Table A the following words shall be added "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share, whether or not it is a fully paid share and the first sentence of Clause 24 in Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

- 6.1 Every notice convening a General Meeting shall comply with the provisions of Section

372(3) of the Act. 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.

- 6.2 Subject to paragraph 6.3 no business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph 6.3 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 6.3 If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.
- 6.4 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 such other day and at such other time and place as the Directors may determine. If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 7. If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act and any such decision shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

APPOINTMENT OF DIRECTORS

- 8.1 Unless otherwise determined by Ordinary Resolution in General Meeting, there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- 8.2 The Directors shall not be required to retire by rotation.
- 8.3 No person shall be appointed a Director at any General Meeting unless either:-
 - 8.3.1 he is recommended by the Directors; or
 - 8.3.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed 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 signed by that person of his willingness to be appointed.

PROCEEDINGS OF DIRECTORS

- 12.1 Subject to disclosure in accordance with Section 317 of the Act, a director shall be entitled to vote at a general meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.
- 12.2 Any director may participate in a meeting of directors by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

THE SEAL

- 13.1 The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.
- 13.2 In accordance with Section 39 of the Act the Company may have an official seal for use abroad, and such powers shall be vested in the Directors.

INDEMNITY

- 14.1 Every Director or other officer or Auditor 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 Sections 144 or 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.
- 14.2 The Directors shall have power to purchase and maintain an insurance policy for any Director, officer or Auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the Act.

- 8.4 Subject to paragraph 8.3 above, the Company may by Ordinary Resolution appoint any person who is willing to act as a Director, either to fill a vacancy or as an additional Director.
- 8.5 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 any maximum number of Directors resolved pursuant to paragraph 8.1 above is not exceeded.
- 8.6 In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased Member shall have the right by notice in writing to the Company to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to paragraph 8.4 of this Article.

BORROWING POWERS

9. 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.

ALTERNATE DIRECTORS

- 10.1 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 Clause 66 in Table A shall be modified accordingly.
- 10.2 A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director for 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.

GRATUITIES AND PENSIONS

11. The Directors may exercise the powers of the Company conferred by Clause 3.2.18 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.

Names and addresses of Subscribers

1. GD Secretarial Services Limited
Sixth Floor
90 Fetter Lane
London EC4A 1PT

One

SIGNED:

[Signature]
for GD Secretarial
Services Ltd

Total shares taken

One

Dated this ^{20th} day of ~~October~~ 2000.

Witness to the above signature:-

SARAH BADMAN
90 Fetter Lane
London
EC4A 1PT

[Signature]

**THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
COMPANY NUMBER**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

CHELSEFIELD (NEWCASTLE) LIMITED

Incorporated the day of 2000

GOODMANDERRICK

90 Fetter Lane, London EC4A 1PT, UK • DX 122 London • tel +44 (0)171 404 0606 • fax +44 (0)171 831 6407

Ref: MWK/ROS/11257.297