

FILE COPY



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

Company No. 4140633

The Registrar of Companies for England and Wales hereby certifies that
DENETHORPE 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 12th January 2001



N041406338



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

4440633

Company Name in full

DEWET HORPE LIMITED

I, **Brian John Payne**
of **1 High Street Mews SW19 7RG**

† 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 **90 High Street London SW19 5EG**

Day Month Year

On **12 10 2000**

● Please print name.

before me ● **Anthony John Penna**

Signed

A.J. Penna

Date

21.01.2000

† 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.



A36
COMPANIES HOUSE

0516
12/01/01

Form revised June 1998

VICKERS INFORMATION

1 High Street Mews
Wimbledon Village
London SW19 7RG
Tel: 07860 514631 & 020 8944 2067
Fax: 020 8241 9879
DX 35057 Wimbledon Village

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

Companies House, Crown Way, Cardiff, CF14 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**



10

Please complete in typescript,
or in bold black capitals.

CHWP000

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

DENETHORPE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 HIGH STREET MEWS

WIMBLEDON VILLAGE

Post town

LONDON

County / Region

Postcode

SW19 7RG

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

VICKERS INFORMATION

1 High Street Mews

Wimbledon Village

London SW19 7RG

Tel: 07860 514631 & 020 8944 2067

Fax: 020 8241 9879

DX 35057 Wimbledon Village

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.

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Form revised July 1990

12/01/01

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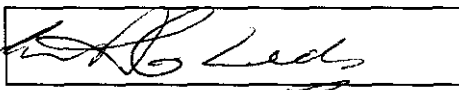
DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name	DENETHORPE LIMITED		
NAME	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)	MAUREEN ANNE	
	Surname	CHILDS	
	Previous forename(s)		
	Previous surname(s)		
Address	1 HIGH STREET MEWS		
Usual residential address For a corporation, give the registered or principal office address.	WIMBLEDON VILLAGE		
	Post town	LONDON	
	County / Region	Postcode	SW19 7RG
	Country		

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

Consent signature



Date

21.01.00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Forename(s)	MAUREEN ANNE	
	Surname	CHILDS	
	Previous forename(s)		
	Previous surname(s)		
Address	1 HIGH STREET MEWS		
Usual residential address For a corporation, give the registered or principal office address.	WIMBLEDON VILLAGE		
	Post town	LONDON	
	County / Region	Postcode	SW19 7RG
	Country		

Day Month Year

Date of birth

8 9 1936

Nationality

BRITISH

Business occupation

INFORMATION CONSULTANT

Other directorships

SEE ATTACHED SCHEDULE

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

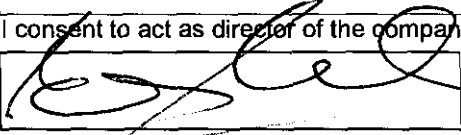
Consent signature

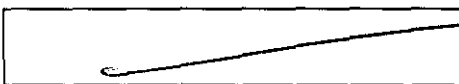


Date


21.01.00

Directors (continued) (see notes 1-5)

NAME	*Style / Title			*Honours etc		
* Voluntary details	Forename(s)	BRIAN JOHN				
	Surname	PAYNE				
	Previous forename(s)					
	Previous surname(s)					
Address	1 HIGH STREET MEWS					
Usual residential address	WIMBLEDON VILLAGE					
For a corporation, give the registered or principal office address.	Post town	LONDON				
	County / Region			Postcode	SW19 7RG	
	Country					
	Date of birth	Day	Month	Year	Nationality	BRITISH
		1	4	1944		
	Business occupation	INFORMATION CONSULTANT				
	Other directorships	SEE ATTACHED SCHEDULE				
	I consent to act as director of the company named on page 1					
Consent signature					Date	21.01.00

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**

21.01.00

Signed**Date**

21.01.00

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.

Directorships for B J Payne and M A Childs

Dreamcoat Limited
 Volcano Boxing Gym Limited
 Left Right Boxing Promotions Limited
 Moorehaven Limited
 Kensington Chelsea & Westminster Doctors Co-op Ltd
 Dearborn Limited
 Atheldene Limited
 Tankersford Limited
 Glenalbon Limited
 Cottesway Limited
 Halebourne Limited
 Ocean International Consultants Limited
 Heyridge Limited
 R & M Management Limited
 Islamorada Limited
 Entryform Limited
 Tai Chan Limited
 Coganlodge Limited
 Winterbay Limited
 Atomtrend Limited
 Summercoast Limited
 Autumnbay Limited
 Tarranbrae Limited
 O. M. Construction Limited
 Summerblaze Limited
 Coganridge Limited
 Housing Association Software Limited
 Taronga Limited
 Cornerstead Limited
 Answer Limited
 London Ethnic Minority Builders Limited
 M & S International (UK) Limited
 Stanley Hayman Limited
 Palmdene Limited
 Nemco Contract Services Limited
 Ballet Creations Limited
 All UK Glass & Glazing Co Ltd
 Standard Travels Limited
 Craft Reproductions Limited
 Classic Designs Corporation Limited
 59 Ross Road Limited
 SharpWords (Editing) Limited
 Wintercoast Limited
 Priorygrove Limited
 Three M International Limited
 Environmental Products Engineering Corporation Limited
 Mountcoast Limited
 Orbital Maintenance Limited
 Behavioural Services Limited
 The Classic Swimming Pool Company Limited
 At Home Limited
 Winchester Consultants Limited
 Lizard Corporation Limited
 Goganmanor Limited
 Winterblaze Limited
 Craghaven Limited
 Advantage Art Limited
 Impex Associates (UK) Limited
 Lichfield Cable Communications Limited
 Tamworth Cable Communications Limited
 Hinckley Cable Communications Limited
 Burton-upon-Trent Cable Communications Limited
 J. Probyn Limited
 Terrandene Limited
 East Midlands Cable Holdings Limited
 Sunnyhaven Limited
 Cogancoast Limited
 Wiltshire Today Publishing Limited
 Pierce Bird Films Limited
 Coombedean Limited
 Southheath Limited
 Straightforward Training Limited
 Action Learning Partnership Limited
 Huntersridge Limited
 Judd House Limited
 Porthkerry Limited
 Rowanhill Limited
 Tremadoc Limited
 Penrest Limited
 Sri Thong Limited
 Asterbond UK Limited
 Centre for Health & Healing
 W.G. Davis Consulting Limited
 Avonmuir Limited
 Campbell Consulting Limited
 Laing Construction PLC
 Holmeside Limited
 Laurelcourt Limited

24 Eaton Rise Ealing Limited
 The Art of Health Limited
 Peace & Love Promotions Limited
 Noss Mayo Estate Services Limited
 Downsview Car Sales Limited
 Rein Coaches Limited
 John Laing International (Turkmenistan) Limited
 Highfield Property Developments Limited
 R.T.S. (UK) Limited
 Katjam Limited
 Classic Jewellery Limited
 Blue Berry Restaurants Limited
 Coombegrove Limited
 Eastchine Limited
 Rockhall Properties Limited
 Rowandell Limited
 Pagetcoast Limited
 Malmesmead Limited
 Townergarth Limited
 Fashina Company PLC
 Velindre Limited
 Knightsbridge Cooks Limited
 Durashine Auto Body Restoration Limited
 N.A.J. Limited
 Chimechord Limited
 Priorswood Limited
 DN Applications Limited
 Horizon Computer Solutions Limited
 Gulfmere Limited
 Engledale Limited
 Fox Solutions Limited
 Parkway Research Limited
 Hurston Limited
 Jeran Technology Limited
 48 Josephine Avenue Limited
 Varndean Limited
 Laing Alarko Limited
 Art Central Limited
 Artistic International Ltd
 Broadford Limited
 Trigger Limited
 J. Jenkins Roofing Contractors Ltd.
 AND Electronic Publishing Ltd.
 RS Office Systems Limited
 Swaledale Limited
 Pyxis Home Services Limited
 Chassenay Limited
 Frindsbury Limited
 Thames Valley Trains Limited
 Kirriemuir Limited
 Freephone City Limited
 Grisedale Limited
 PCR Consultancy Limited
 Blitz (Slough) Limited
 Getley & Company Limited
 Wills Marine Limited
 A.J.O Commercial Enterprises Limited
 Peacocks Enterprises Limited
 Crown Monitor Limited
 Futa Jallon International UK Limited
 Masbat Enterprises Limited
 Health and Housing
 Jafech Enterprises Limited
 Digbo UK Limited
 Prime Insurance Services Limited
 Icthus Consulting Limited
 Mission Internationale pour La Grande Moisson
 Lydolat Enterprises Limited
 Elcado Consultancy Limited
 Pegsdon Interiors Limited
 The New City Blind Company Limited
 Hoot Limited
 Future Security Services Limited
 Cairnmuir Limited
 Blackweir Limited
 Summerstock Limited
 Inglemoor Property Developments Limited
 HCR Aviation Limited
 John Laing Homes PLC
 Pole Position Technology Limited
 D. Moodie (Trade Marks) Limited
 Benclem Limited
 Ripplewave Limited
 Tenancy Enforcement Support Team (T.E.S.T.)
 Point Source Productions Limited
 Lavernock Limited
 Tirana Limited
 Koistinen Limited
 Alcombedale Limited
 Marshbreed Builders Limited

Directorships for B J Payne and M A Childs

C.M.S. Construction Limited	Romborough Limited
Business Decisions Initiative Limited	Business Solutions (GB) Limited
Grangeforest Limited	Aquam UK Limited
Blenheim Roofing Services Limited	Private View Limited
Resolutions Consultancy Limited	Skelmuir Limited
Tagg Associates Limited	Partek UK Limited
I.T.O. (UK) Limited	Astor Advanced Systems & Technologies
Entelechy Arts Limited	Resources Ltd
Regancourt Limited	Lovatmead Limited
Harbour Road Properties Limited	The Building Guarantee Marketing Company Limited
Eclatech Ltd	RB Graphics & Print Limited
Skaithmuir Limited	Forgecroft Limited
Marcross Limited	Nu2rition Limited
Waldengrange Limited	Harbourpoint Limited
Tweedsmuir Limited	Shearburn Limited
Laleston Limited	Scaffolds "R" Us Limited
PGS Personnel Services Limited	E M B Property Limited
Coganvale Limited	Irene Travis Education Services Limited
Kalinin Limited	Reflection in Blue Limited
Pendoylan Limited	Copperknoll Limited
The Honeymoon Bed Company Limited	Crowhurst Limited
Kingsdown Risk Management Limited	Around The World Travel Limited
The Independent Holiday Shop (London) Limited	Re - Use Shop Ltd
Team Event And Management Limited	Tresillian Limited
Colbourne Limited	Wattledean Limited
Climatech Associates Limited	London Dublin Estates Limited
Connect International Services Limited	Heathercote Limited
Abbeyhawk Limited	Gablenook Limited
Huntersbridge Limited	A for Accountants Ltd.
Gastronomic Adventures Limited	Strike International Limited
Retail Strategy Limited	Dessmuir Limited
A & TW Logistics Services Limited	Nutcliffe Limited
DKLB Limited	Waldercote Limited
Grangewood Landscapes Limited	Pinnacle Property Consultants Limited
TMG Worldwide Limited	Franco Group Limited
PGT Scaffolding Limited	Custom Classic Limited
Compass Consulting Systems Limited	LNC Services Limited
Hathaway Promotions Limited	Charter Land and Estates Limited
African Publications (UK) Ltd	TBG Marketing Limited
Park Royal Couriers Limited	Swiftlea Limited
Consumable Solutions Limited	Team 3 Solutions Limited
The Original Cutting Edge Company Limited	Blenheim Fine Interiors Limited
The International Tyre Club Limited	Crimson Permanent Assurance Consultants Limited
The Gulf Club Limited	The Stamp Collection Limited
Courthill Limited	Wychwood Consulting Services Limited
Mallardhaven Limited	Bloomies Trading Company Limited
Knottingdean Limited	Stephandy & Co Ltd
Stuart James Limited	John Tovey Painting Services Limited
Woolwich Education Business Limited	Omoda Ventures Limited
KT press	Eclipse Leisure Limited
Badoni Contracts (UK) Limited	D A B Communications Limited
Calder Consulting Services Limited	Euro Consultancy Services (UK) Limited
Mid-England Renovations & Decorations Limited	Global Fund Management (Services) Limited
Papillon Facilities Limited	Miradel Investment Company Limited
Stefeco Investments (UK) Limited	Terrnium Investment Limited
Withdean Limited	Crystalcay Limited
Osprey (U.K.) Limited	Key Financial Management Limited
The Feminine Principle Limited	Hassam & Sons Limited
Watermore Limited	Holders Limited
Imagination Puppets Limited	Pierres Vivantes
Polly's Puppets Limited	Tylermere Limited
Resolution Marketing Services Limited	Headbourne Solutions Limited
AC Grounds Maintenance Limited	PHD Building Services Limited
D Cook Cleaning & Maintenance Services Limited	Ajoco International Limited
Rhealto Limited	Christian Life Church
Marion Ayonote (UK) Ltd	Computerised Accounting & Payroll Services Ltd
Winslow Homes Limited	Heronbridge Limited
Absolute African Travel Limited	Relday Limited
Informatica Consultancy & Development Limited	Business File Solutions Limited
Illuminarte Limited	John Williams HSE Management Services Limited
Grey & Yellow Limited	Pippingford Limited
London and Home Counties Contractors Limited	Orchardglebe Limited
Akpinar-Corinthia Joint Venture Limited	Lamaday Limited
Team 3 Solutions Limited	Keatonramble Limited
Iona Technical Consulting Limited	Village Cars (Pinner Green) Limited
S & S Tropicals (UK) Limited	Ministere de la Parole Vivante
County Needlecraft Limited	Kingston and Wimbledon Taxi Centre Limited
"A"- Class Patisserie Ltd	Halse Imaging Systems Limited
Towers Consulting Europe Limited	Providence Global Services Limited
C.N.C. Technologies Europe Limited	Resolution Design Associates Limited
Oceane Limited	Star Roofing Specialists Limited
Mallardcrest Limited	Originator Design Limited
Deepforest Limited	Wishbone Computer Graphics Limited
Rostock Limited	classic-motorsport.com Limited
Dapson International Shipping & Marketing Co. Ltd	Historic F1 Limited
2 Warbeck Road Limited	Dartnell Associates Limited
Queensbridge 380 Limited	Alirak Contracts (UK) Limited
KM Management & Consultancy Limited	D.C. Valeting & Cleaning (UK) Limited
First Point Promotions Limited	Chantrvoak Limited

Directorships for B J Payne and M A Childs

Adriatic Aerospace Contractors Limited
On The Shelf Twenty Two Limited
On The Shelf Twenty Three Limited
Study Time Limited
Love Potions Limited
Murphy Business Associates Limited
Garden Inspirations Surrey Limited
Exstream Limited
The Old Forge (Rodmarton) Limited
Darleen (UK) Limited
G.L Mills Limited
TVS Framing Limited
Maripat Enterprises Limited
Bright Star Enterprises (UK) Limited
S & U Pharmacy Limited
Crystalbreeze Limited
The Slimming Sanctuary Limited
Homeconveyancing Online Limited
Alderman & Son Limited
Foxcoombe Limited
E-P-CONSULT Ltd
Alligator DVD Limited
Photron 2000 Limited
Handy System Services Limited
Easyfit Limited
Webways Limited
Mallardfield Limited
On The Shelf Twenty Five Limited
On The Shelf Twenty Six Limited
Flagmount Limited
Gamma Consultants Limited
On The Shelf Twenty Seven Limited
Freemount Limited
On The Shelf Twenty Eight Limited
Blumoon London Limited
Servertek Limited
GM Printing Limited
Pipework Construction Limited
Tribunal Advice & Litigation Konsults Talk
Kirkby Associates Ltd
Surrey Foam Ltd
Racho Express (UK) Limited
Fun N Games Limited
Bridlemead Limited
Hillbourn Limited
Alfa et Omega (UK) Limited
Level 7 UK Limited
Learning Topics Limited
Peak Developers Limited
On The Shelf Twenty Nine Limited
On The Shelf Thirty Limited
J. Willard & Son Limited
Reinvent Limited
Retrospeed Limited
On The Shelf Thirty One Limited
Topicality Limited
Harvest Europe Limited
Bright Export Limited
Sellinghurst Limited
On The Shelf Thirty Two Limited
Kamala Viji Limited
Our Father In Heaven Ministries
Papaguyo Limited
Thaimalin (UK) Limited
Fine Art Limited
Fine Art Prints Limited
Laing Property PLC
P.C. Quickfix Limited
Supo-Ojo Consultant Services Limited
Atraeu Limited
Sonia International Limited
On The Shelf Thirty Three Limited
On The Shelf Thirty Four Limited
On The Shelf Thirty Five Limited
Sheerdown Limited
Gillingford Limited
Accountancy & Tax Advisers Limited
Aylesworth Limited
Havenward Limited
Sheldon Construction & Development Limited
Stuart James Limited
On The Shelf Thirty Six Limited
On The Shelf Thirty Seven Limited
Gyan Consulting Limited
Stroudhaven Limited

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

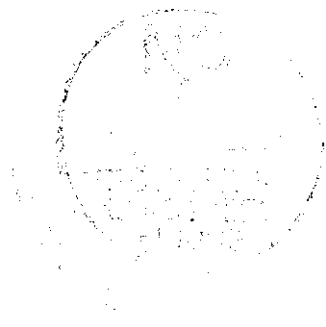
MEMORANDUM OF ASSOCIATION

of

DENETHORPE LIMITED

001252

100
2



012773



1. The Company's name is Denethorpe Limited
2. The Company's Registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on business as a general commercial company.
 - (B) To carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to the other objects of the Company.
 - (C) To purchase, sell, exchange, improve, rent, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire, deal with and hold any estate or interest in any lands, buildings, easements, rights, privileges, or other property, chattels and effects of any interest or right in relation thereto.
 - (D) To erect, pull down, repair, alter, develop, construct, lay down, enlarge, maintain or otherwise deal with any buildings, factories, stores, shops, plant and machinery, roads, railways, tramways, sidings, bridges, reservoirs and works necessary or convenient for the Company's business and to contribute to the performance of any of the above.
 - (E) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property of any description suitable to the purpose of the Company, and to pay cash or to issue any shares, stocks, debentures, or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(F) To apply for, purchase or otherwise acquire and hold or deal in any manner with any patents, licences concessions, secret processes or other property which may seem to the Company capable of being dealt with by or to be of benefit or convenient to the pursuit of any trade or business of the Company and to grant rights and interests thereout.

(G) To sell, improve, let, license, develop, manage, turn to account, exchange, grant royalty, share of profits or otherwise, grant easement and other rights in and over and in any other manner deal with or dispose of the undertaking or any part thereof and all or any of the property and assets for the time being of the Company on such terms and for such consideration as the Company may approve.

(H) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may from time to time be determined.

(I) To lend money to any person, firm or company upon such terms and with or without security and subject to such conditions as may from time to time be determined.

(J) To give all kinds of indemnities either with or without the Company receiving any consideration or advantage and to guarantee the payment of the capital or principal (together with any premium) of any debentures, debenture stock, bonds, mortgages, charges, obligations, dividends, securities, moneys or shares or interest thereon, of the performance of any contracts or engagements of any person, firm or company.

(K) To borrow or raise or secure the payment of money in such manner as shall from time to time be determined for the purposes of or in connection with the Company's trade or business and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's undertaking or property and by reissuing any debentures at any time paid off, and by becoming a member of any building society.

(L) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such considerations and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either, permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(M) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons, firms, or companies having dealings with the Company or in whose business or undertakings the Company is interested whether directly or indirectly.

(N) To pay for any property or rights of any description acquired by the Company either in cash, by instalments, or otherwise, or fully or partly paid up shares, either with or without preferred or deferred or other special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly, in one way and partly in another, and generally on such terms as the Company may determine.

(O) To accept payment for any property or rights of any description sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company, either with or without preferred or deferred or other special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or debenture stock, mortgages or other securities of any company or companies, or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(P) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable instruments.

(Q) To purchase, subscribe for, or otherwise acquire and hold shares, stocks, debentures, debenture stock or other interest in or obligations of any other company or corporation.

(R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.

(S) To establish or promote or join or assist in establishing or promoting any other company or companies for the purpose of acquiring all or any of the assets and liabilities of the Company or for any other purpose the promotion of which shall be in any manner calculated or appear to the Company to advance directly or indirectly the objects or interests of the Company.

(T) To amalgamate with any other company or companies whose objects are or include objects similar to those of the Company or any of them, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company or companies as aforesaid, with or without winding up by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(U) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm or company whose objects are or include objects similar to those of the Company or any of them.

(V) To establish, support and maintain and to aid and procure the establishment, support and maintenance of any non-contributory or contributory pension or superannuation funds or other trusts or funds calculated to benefit, and give or procure the giving of donations, gratuities, pensions, allowances, or enrolments to any persons who are or were at any time employed by or in the service of the Company (including any Director holding a salaried office or employment in the Company) or of any other company which is for the time being the Company's holding company, or a subsidiary of the Company (as defined by S.736 of the Companies Act 1985) or the families and dependants of such persons, and subsidise or subscribe to any institution, association, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other companies or persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.

(W) To subscribe or guarantee money for or organise, assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may appear to further, whether directly or indirectly, the objects of the Company or the interests of its members or employees.

(X) To pay out of the funds of the Company all costs and expenses of and incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission, and to remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(Y) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their families, dependants and connections.

(Z) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company.

(AA) To do all or any of the things authorised by this Memorandum in any part of the world, and either as principals or as agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.

(BB) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is declared that the foregoing objects of the Company shall be separate and distinct objects of the Company, and none of the said objects shall be deemed to be subsidiary to or limited in any way by any other object or objects.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1.00 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

BRIAN JOHN PAYNE
1 HIGH STREET MEWS
WIMBLEDON VILLAGE
LONDON SW19 7RG

 ONE

MAUREEN ANNE CHILDS
1 HIGH STREET MEWS
WIMBLEDON VILLAGE
LONDON SW19 7RG

 ONE

TOTAL SHARES TAKEN

TWO

Dated:

2 October 2000

Witness to the above signatures:

CHRISTOPHER NEIL CHILDS
29 WILBURY AVENUE
CHEAM
SURREY SM2 7DU



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DENETHORPE LIMITED

PRELIMINARY

1.(1) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company.

(2) The following Regulations of Table A shall not apply to the Company, namely Regulations 3, 24, 41, 46, 48, 64, 67, 73, 74, 75, 80, 94, 95, 96, 97.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

PRIVATE COMPANY

3. The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purpose of this Article as they apply for the purposes of the Act.

4.(1) All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit.

(2) The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in Section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority.

(3) Unless and until the authority conferred by (2) above is revoked, renewed or varied,

(a) the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of the incorporation of the company;

(b) such authority shall expire on the fifth anniversary of the date of the incorporation of the Company.

REDEMPTION OF SHARES

5. Subject to the provisions of the Act shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

LIEN

6. The lien conferred by Regulation 8 of Table A shall also attach to:

(a) fully paid shares;

(b) 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.

TRANSFER OF SHARES

7. The transferor shall be deemed to remain a holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof.

8. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not it is fully paid.

9. (1) A member (referred to in this Article as "the Transferor") desiring to transfer shares otherwise than to another member shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question (referred to in this Article as "the transfer notice");

(2) The transfer notice shall constitute the Directors as agents of the transferor for the sale of the shares included in the transfer notice at the prescribed price (as hereinafter defined) and on the terms hereinafter set out;

(3) The prescribed price shall be such price per share as shall be agreed between the transferor and the Directors or in default of agreement as shall be fixed by the Auditors for the time being of the Company as the fair value thereof; and the cost of the said valuation by the Auditors shall be borne by the Company;

(4) The Directors shall offer the shares included in the transfer notice to the members of the Company (other than the transferor) at the prescribed price, and such offer shall be expressed to be open for acceptance for a period of not more than twenty-eight days;

(5) In the event of competition the shares so offered shall be sold to the members accepting the offer in such proportions (or as nearly as may be and without increasing the number sold to a member beyond the number applied for by him) as their existing holdings bear to the issued share capital of the Company;

(6) The transferor shall be bound upon receipt of the prescribed price to each member who has accepted the said offer such number of shares included in the transfer notice as such member shall have so accepted;

(7) Where a transferor fails or refuses so to transfer any shares within twenty-eight days after having become so bound so to do the Directors may authorise some person to execute on behalf of and as attorney for the transferor any necessary transfers and may receive the purchase money therefor in trust for the transferor; and in any such case the receipt of the Company shall be a good discharge to the purchaser who shall not be bound to see to the application thereof;

• (8) If, at the expiry of the time prescribed for the acceptance of offers under (4) above, any shares included in the transfer notice have not been accepted for purchase by the members or any of them on the terms set out in (4) to (7) above inclusive, the transferor shall be at liberty to dispose of so many of such shares as have not been so accepted for purchase in any manner he may think fit within three months from the expiry of the said time prescribed under (4) above.

PROCEEDINGS AT GENERAL MEETINGS

10.(1) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine.

(2) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.

11.(1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.

(2) A poll may be demanded:-

(a) by the Chairman; or

(b) by a member (present in person or by proxy) having the right to attend and vote at the meeting; or;

(c) by a duly authorised representative of a corporation.

(3) The demand for a poll may, before the poll is taken, be withdrawn.

(4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.

12. A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.

VOTES OF MEMBERS

13. There shall be inserted the words "Unless the Directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company.

14.(1) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-

(a) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or

(b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting and at commencement of the meeting or adjourned meeting an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

(2) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

NUMBER OF DIRECTORS

15.(1) The number of Directors shall be not more than seven but need not exceed one.

(2) If so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A.

ALTERNATE DIRECTORS

16. An alternate Director shall cease to be an alternate Director if his appointer ceases to be a Director.

POWERS OF DIRECTORS

17. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the 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.

PROCEEDINGS OF DIRECTORS

18. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company.

19. For the purposes of Regulation 93 of Table A, the consent of a Director or an alternate Director to a resolution may also be given by giving notice of his approval to the Company by letter, telex, cable or other similar means.

INDEMNITY

20. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

BRIAN JOHN PAYNE
1 HIGH STREET MEWS
WIMBLEDON VILLAGE
LONDON SW19 7RG



MAUREEN ANNE CHILDS
1 HIGH STREET MEWS
WIMBLEDON VILLAGE
LONDON SW19 7RG



Dated:

2 October 2000

Witness to the above signatures:

CHRISTOPHER NEIL CHILDS
29 WILBURY AVENUE
CHEAM
SURREY SM2 7DU

