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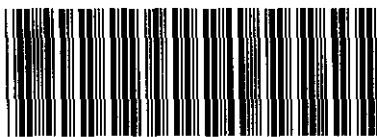
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4140677

The Registrar of Companies for England and Wales hereby certifies that
DERITEND GROUP 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



N04140677G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

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

DERITEND GROUP LIMITED

I, DEBORAH GANDLEY

of 92 STONELEIGH ROAD, SOLIHULL, WEST MIDLANDS, B91 1DJ

† 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

D. Gandley

Declared at

TYNDALLWOODS

Day Month Year

On

1 | 1 | 0 | 1 | 2 | 0 | 0 | 1

Windsor House, Temple Row
Birmingham B2 5TS
D.X. 13039 Birmingham-1

① Please print name.

before me ①

CAROL SILVESTER

Signed

C. Silvester

Date

11/1/01

† 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.

Gateley Wareing Solicitors

3 Windsor House, Temple Row, Birmingham, B2 5JR

43070-1 GROUP-12

Tel 0121 234 0048

DX number 13033

DX exchange Birmingham 1

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

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

DX 235 Edinburgh

Cc



Lase

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

DERITEND GROUP LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

WINDSOR HOUSE

3 TEMPLE ROW

Post town BIRMINGHAM

County / Region WEST MIDLANDS

Postcode B2 5JR

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.

Gateley Wareing Solicitors

3 Windsor House, Temple Row, Birmingham, B2 5JR

43070-1 GROUP-10

Tel 0121 234 0048 SNG

DX number 13033

DX exchange Birmingham 1

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
companies registered in England and Wales

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

DX 235 Edinburgh

Co



Company Secretary (see notes 1-5)

Company name DERITEND GROUP LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) GW SECRETARIES LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address

WINDSOR HOUSE, 3 TEMPLE ROW

Usual residential address

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

Post town BIRMINGHAM

County / Region WEST MIDLANDS

Postcode B2 5JR

Country ENGLAND

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

Consent signature

FOR AND ON BEHALF OF GW SECRETARIES LIMITED

Date 11 January 2001

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) GW INCORPORATIONS LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address

WINDSOR HOUSE, 3 TEMPLE ROW

Usual residential address

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

Post town BIRMINGHAM

County / Region WEST MIDLANDS

Postcode B2 5JR

Country ENGLAND

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

FOR AND ON BEHALF OF GW INCORPORATIONS LIMITED

Date 11 January 2001

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
	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"/>		
<i>Usual residential address</i>		<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	<input type="text"/> Day <input type="text"/> Month <input type="text"/> Year	Nationality	<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

Signed

FOR AND ON BEHALF OFN GW
INCORPORATIONS LIMITED

Date

11 January 2001

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

608465

414677



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

10021

MEMORANDUM OF ASSOCIATION

007393

OF

DERITEND GROUP LIMITED

1. The Company's name is "Deritend Group Limited".
2. The Company's registered office is to be situated in England.
3. The Company's objects are:-
 - 3.1 to carry on the business or businesses of manufacturers, founders, dealers, hirers, repairers, importers, exporters, storers and warehousemen of machinery, plant, tools and other products which the Directors consider can advantageously be manufactured by the Company and to produce, buy, sell and deal in any raw materials, components, equipment and products in any way required in the course of or connected with such activities;
 - 3.2 to purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as the Directors may consider expedient;
 - 3.3 to purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other company;
 - 3.4 to sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as the Directors may consider expedient;
 - 3.5 to purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company;
 - 3.6 to invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in

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such manner as the Directors may consider expedient, and to dispose of or vary any such investments or securities;

- 3.7 to enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business;
- 3.8 to lend or advance money or give credit to such persons or companies and on such terms as the Directors may consider expedient, and to receive money on deposit or loan from any person or company;
- 3.9 to borrow or raise money on such terms and on such security as the Directors may consider expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital;
- 3.10 to give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital, or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) of any company which is for the time being the Company's holding company subsidiary or another subsidiary of any such holding company;
- 3.11 to pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as the Directors may consider expedient;
- 3.12 to accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one

way and partly in another, and generally on such terms as the Directors may consider expedient;

- 3.13 to form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which the Directors may consider expedient;
- 3.14 to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as the Directors may consider expedient;
- 3.15 to apply for, purchase or otherwise by other means acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein;
- 3.16 to draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments;
- 3.17 to establish and maintain or procure the establishment and maintenance of, any pension superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or

in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes;

- 3.18 to establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies;
- 3.19 to the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise;
- 3.20 to subscribe or guarantee money for any national, charitable benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise;
- 3.21 to enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as the Directors may consider expedient;
- 3.22 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, 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;
- 3.23 to remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters;

3.24 to carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company;

3.25 to do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise;

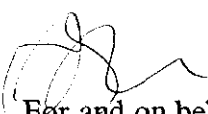
3.26 to carry on business as a general commercial company;

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

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 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, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
GW Incorporations Limited Windsor House 3 Temple Row Birmingham B2 5JR  For and on behalf of GW Incorporations Limited	One
TOTAL	One

DATED the 11th day of January 2001

Witness to the above signatures:-



DEBORAH GANDLEY

92 STONELEIGH ROAD

SOLIHULL

WEST MIDLANDS

B91 1DJ

SOLICITOR

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DERITEND GROUP LIMITED

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. 3.1 The Directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (hereinafter referred to as "the Act") to exercise all the powers of the Company, and to grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £100. Unless renewed, this authority shall expire on the fifth anniversary of the date of incorporation of the Company, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time renewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.

- 3.2 Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

TRANSFER OF SHARES

4. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of a share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

TRANSMISSION OF SHARES

5. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

6. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director" and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all Members and to the Directors.

PROCEEDINGS AT GENERAL MEETINGS

7. Regulation 41 of Table A shall apply subject to the addition of the following sentence:-

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

8. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation.

ALTERNATE DIRECTORS

9. At the end of Regulation 66 of Table A there shall be added the following :-

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting".

POWERS OF DIRECTORS

10. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The Directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

11. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

APPOINTMENT AND RETIREMENT OF DIRECTORS

12. The Directors shall not be required to retire by rotation. Regulations 73 to 80 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

REMUNERATION OF DIRECTORS

13. The ordinary remuneration of the Directors shall be such amount as the Directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the Directors may determine or, failing agreement, equally. Subject as aforesaid, a Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

DIRECTORS' APPOINTMENT AND INTERESTS

14. The penultimate sentence of Regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

15. 15.1 Regulation 64 of Table A shall not apply to the Company;
- 15.2 A sole Director may exercise all the powers of the Directors and Regulation 90 of Table A shall be modified accordingly;

- 15.3 Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" in each place that it appears in the said Regulation.
16. Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and section 317 of the Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly.

ASSOCIATE DIRECTORS

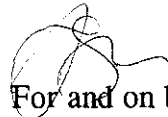
17. The Directors may at any time and from time to time appoint any person to be an Associate Director having such title including the word "director" as the Directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the Board. Subject as aforesaid, the Directors may define and limit the powers and duties of any Associate Directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

INDEMNITY

18. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the Directors, alternate directors, Auditors, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

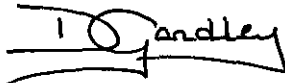
GW Incorporations Limited
Windsor House
3 Temple Row
Birmingham
B2 5JR



For and on behalf of
GW Incorporations Limited

DATED the 11th day of January 2001

Witness to the above signatures:-



DEBORAH GANDLEY

92 STONELEIGH ROAD

SOLIHULL

WEST MIDLANDS

B91 0J

SOLICITOR