

FILE COPY



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

Company No. 4143737

The Registrar of Companies for England and Wales hereby certifies that
LEWIS DAY TRANSPORT PLC

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

Given at Companies House, Cardiff, the 18th January 2001



N04143737G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC008B



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

LEWIS DAY TRANSPORT PLC

I, Robert Stephen Kelford a duly authorised Officer of Chettleburgh's Secretarial Ltd.
of Temple House 20 Holywell Row London EC2A 4XH

† Please delete as appropriate.

do solemnly and sincerely declare that Chettleburgh's Secretarial Ltd. is the body corporate named as Secretary of the Company in the statement delivered to the registrar under section 10(2) and that all the requirements of the Act 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 by virtue of the Statutory Declaration Act 1835.

Declarant's signature

Declared at 135 High Street Hornchurch Essex RM12 4UH

Day Month Year

On 16 01 2001

① Please print name.

before me ① P.D.ROBINS

Signed

Date 16-1-2001

† 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.

Chettleburgh's Limited
Temple House 20 Holywell Row London
EC2A 4XH Tel 020 7377 0381
DX number 119511 DX exchange Finsbury Sq.



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AQ2PFXE7

0689

COMPANIES HOUSE

18/01/01

Form revised June 1998

de

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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



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

LEWIS DAY TRANSPORT PLC



F010001H

Proposed Registered Office

% MR H LEWIS

(PO Box numbers only, are not acceptable)

17 BENTLEY WAY

Post town

STANMORE

County / Region

MIDDLESEX

Postcode

HAT 3RR

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

CHETTLEBURGH'S LIMITED

Address

Temple House

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4XH

Number of continuation sheets attached

3

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.

CHETTLEBURGH'S LIMITED

Temple House 20 Holywell Row London

EC2A 4XH Tel 0171-377 0381

DX number 119511 DX exchange FINSBURY SQUARE



A40
COMPANIES HOUSE

0688
18/01/01

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

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

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland DX 235 Edinburgh

Form revised March 1995

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

HILTON

Surname

LEWIS

Previous forename(s)

Previous surname(s)

Address

17 BENTLEY WAY

Usual residential address

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

Post town

STANMORE

County / Region

MIDDLESEX

Postcode

HA7 3RR

Country

ENGLAND

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

Consent signature

H Lewis

Date

10 JANUARY 2001.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MRS

*Honours etc

Forename(s)

GILLIAN

Surname

LEWIS

Previous forename(s)

Previous surname(s)

Address

17 BENTLEY WAY

Usual residential address

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

Post town

STANMORE

County / Region

MIDDLESEX

Postcode

HA7 3RR

Country

ENGLAND

Day Month Year

Date of birth

27

10

1953

Nationality

BRITISH

Business occupation

TEACHER

Other directorships

BRAYBELL LIMITED

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

Consent signature

G Lewis

Date

10 JANUARY 2001.

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

Company number

NAME *Style / Title

3

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

HILTON

Surname

LEWIS

Previous forename(s)

Previous surname(s)

Address

17 BENTLEY WAY

Usual residential address

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

Post town

STANMORE

County / Region

MIDDLESEX

Postcode

HA7 3RR

Country

ENGLAND

Day Month Year

Date of birth

09

08

1952

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

ANGLIAN FINANCE COMPANY LIMITED
BRAYDELL LIMITED

MEDICAL COURIERS LIMITED

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

Consent signature

Hilton

Date

10 JANUARY 2001

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Chettleburgh's Secretarial Ltd.

Previous forename(s)

Previous surname(s)

Address

Temple House

Usual residential address

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

Post town

London

County / Region

Postcode

EC2A 4XH

Country

England

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

Consent signature

Date

16-1-2001

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

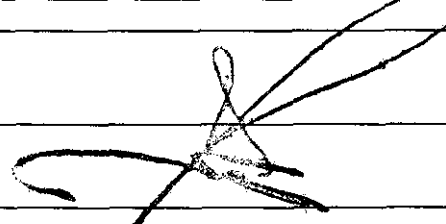
NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
	Address	<input type="text"/>		
Usual residential 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"/>		
	Day	Month	Year	
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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

16-1-2001

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

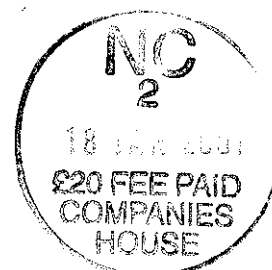
Date

Signed

Date

004861

4143737

015377
015377

THE COMPANIES ACTS 1985 and 1989

A PUBLIC COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION of

LEWIS DAY TRANSPORT PLC

1. The name of the Company is:- LEWIS DAY TRANSPORT PLC
 2. The Company will be a Public Company.
 3. The Registered Office of the Company will be situated in England and Wales.
 4. The objects for which the Company is established are:-
 - (a) To carry on business as couriers and to carry out and undertake the collection and delivery of parcels, packets, packages, letters and small items by personal messenger, motor cycle, saloon car, estate car or light van; to operate fleets of motor cycles and light vans for this purpose together with ancillary radio services; to operate and manage reception and order offices in connection therewith and to employ messengers, motor cyclists and drivers directly or on an agency or fee sharing basis as might seem advisable and generally to undertake express carriage and delivery services wherever required for persons, firms, companies, local, county and national authorities; to undertake international courier services and to carry out all forms of security services as might be appropriate to the Company's business
 - (b) To carry on business as garage proprietors, motor car repairers, panel beaters and welders and dealers in new and used cars, caravans, motor caravans, vans, lorries, articulated vehicles, juggernauts, trailers and commercial vehicles of all kinds.
- To carry on business as taxi and car hire proprietors. to operate chauffeur driven limousine services; to act as a coach hire company and to undertake the operation of local bus services; to operate as national and international haulage contractors undertaking contracts for the carriage of goods, liquids and commodities; to operate intercontinental transport facilities and to act as stevedores, warehousemen, export packers and handlers of container traffic; to operate freight and container depots, wharves and yards and to act as shipping and forwarding agents, travel agents and general contractors.

CHETTLEBURGH'S LIMITED
Temple House
20 H. Well Row
London
EC2A 4XH
Tel: 0171 377 0381
Fax: 0171 377 6646
DX: 10511 Finsbury Square

LEWISDAY

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COMPANIES HOUSE0695
18/01/01

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.
- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.

- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company.
- (n) Either with or without the company receiving any consideration or advantage, direct or indirect from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principle together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock 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.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business.
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependants and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 5. The liability of the members is limited.
- 6. The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and restrictions as to voting or otherwise as the Articles of Association may from time to time prescribe.

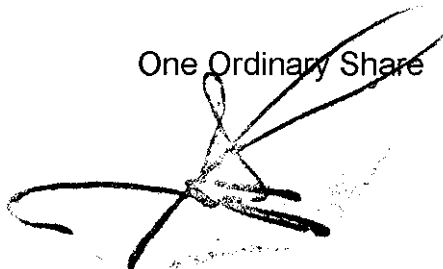
We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions
of the Subscribers.

Number of Shares taken
by each Subscriber.

Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4XH

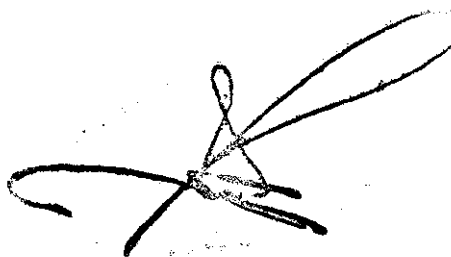
One Ordinary Share



Company Registration Agents

Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4XH

One Ordinary Share



Anglo-Japanese Consultants

Total Shares Taken

Two Ordinary Shares

Dated this 16th day of January, 2001.

Witness to the above signatures:-

Pauline Ann Chettleburgh
17 Down Hall Close
Rayleigh
Essex
SS6 9LU

P. A. Chettleburgh

Company Registration Agent

THE COMPANIES ACT 1985 and 1989.

A PUBLIC COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION of

LEWIS DAY TRANSPORT PLC

PRELIMINARY.

1. The Company is a Public Company within the meaning of Section 1 of the Companies Act 1985 (the Act).
2. Subject as hereinafter provided the Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company.
3. The following Regulations of the said Table 'A' shall not apply to this Company videlicet: - 24, 46, 47, 50, 64 to 69, 73, 74, 75, 76, 77 and 78, the second and third sentences of Regulation 79 and Regulation 81, 94 and 95.

CAPITAL.

4. The Directors of the Company shall for the purpose of Section 80 of the Act within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the Shares which are comprised in the authorised share capital with which the Company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of existing or new shares shall be valid for more than five years from the date of passing the members resolution to which it relates.
5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence in Clause 18 in Table A of the words 'and all expenses that may have been incurred by the Company by reason of such non-payment'.
6. Subject to the provisions of the Act including Sections 159 and 171 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.

7. Subject to the provisions of the Act including Sections 171 to 175 thereof the Company may purchase its own shares including any redeemable shares.

LIEN.

8. The lien conferred by Article 8 of Table 'A' on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

TRANSFER OF SHARES.

9. If the Company is not listed on the stock exchange or registered on the unlisted securities market, a member desiring to transfer shares otherwise than to the Company pursuant to Article 7 hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain indisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS.

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS.

11. The Directors of the Company may be any number but not less than two. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.
12. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote.
13. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY.

14. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the incorporation of the company and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS.

15. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or any part thereof, and subject to section 80 of the Act 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.

16. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY.

17. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Clause 118 of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Sections 291 or 293 of the Act,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Sections 1 to 7, Section 8 (as amended by Section 79 of the Companies Act 1989) and Sections 9 and 10 of the Company Directors Disqualification Act 1986.
- (6) If he is removed from office by a resolution duly passed under Section 303 of the Act.

NOTICES.

19. Subject to the provisions of paragraphs (a) and (b) of this Article proof that an envelope containing a notice was properly addressed, prepaid and posted by registered or recorded delivery or other similar service to his registered address shall be conclusive evidence that Notice was given.
- (a) Any notice served on a person at an address within the United Kingdom shall be deemed to have been served at the expiration of forty-eight hours after the envelope containing it was posted as aforesaid or in the event of a notice being served personally at the time such service took place.
 - (b) Any notice served on a person at an address outside the United Kingdom in an envelope properly addressed, prepaid and posted as aforesaid shall be deemed to have been served at the expiration of forty-eight hours after the envelope containing it would have been delivered in the ordinary course of post in the circumstances prevailing at the time of posting.

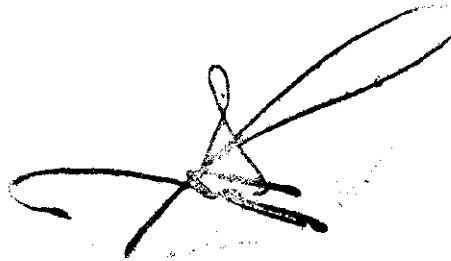
Names, Addresses and Descriptions of the Subscribers.

Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4XH



Company Registration Agents

Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4XH

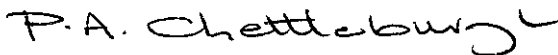


Anglo-Japanese Consultants

Dated this 16th day of January, 2001.

Witness to the above signatures:-

Pauline Ann Chettleburgh
17 Down Hall Close
Rayleigh
Essex
SS6 9LU



Company Registration Agent