

FILE COPY



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

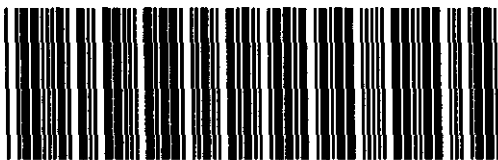
Company No. 4147930

The Registrar of Companies for England and Wales hereby certifies that

ONN FINANCIAL PARTNERSHIP 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 25th January 2001



N04147930F

C. Edwards
Mrs C Edwards

For The Registrar Of Companies



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

**OYEZ**

Please complete in
typescript, or in
bold black capitals.

12

Declaration on Application for Registration

Company Name in full

ONN FINANCIAL PARTNERSHIP LIMITED

***F0120C10***

I, Douglas Simon Iles

of Toller Hales & Collicutt, 57 High Street, Corby,
Northants NN17 1UY

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

High Street, Corby, Northants

the

24TH

day of

JAN

~~One thousand nine hundred and ninety~~

2001

*Please print name.

before me*

G. B. WALKER

Signed

Date

24/1/01-

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.

Toller Hales & Collicutt

Ref: DSI

Tel 01536 276727

DX number 12901 DX exchange Corby

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales **DX 33050 Cardiff**
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



OYEZ

Please complete in
typescript, or in
bold black capitals.

Notes on completion appear on final page.



F0100C10

**Company
Name in full**

ONN FINANCIAL PARTNERSHIP LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

Grant Thornton House

Kettering Parkway, Kettering Venture Park

Post town

Kettering

County/Region

Northants

Postcode

NN15 6XR

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.

1

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.

Toller Hales & Colcutt

57 High Street, Corby, Northants

NN17 1UY

Tel (01536) 276727

DX number 12901

DX exchange Corby



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

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

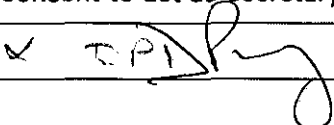
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh


[P.T.O.]

Company Secretary (see notes 1–5)

Company Name		ONN FINANCIAL PARTNERSHIP LIMITED	
*Voluntary details.	NAME	*Style/Title	*Honours etc.
	Forename(s)	Mr	
	Surname	Daniel	
	Previous forename(s)	Perry	
	Previous surname(s)		
Address		9 Donaldson Avenue	
Usual residential address For a corporation, give the registered or principal office address.		Broughton	
	Post town	Kettering	
	County/Region	Northants	Postcode NN14 1NP
	Country	England	
I consent to act as secretary of the company named on page 1			
	Consent signature	<input checked="" type="checkbox"/>  <input checked="" type="checkbox"/>	Date 16.01.01

Directors (see notes 1–5)

Please list directors in alphabetical order.

NAME		*Style/Title	*Honours etc.
	Forename(s)	Mr	
	Surname	Paul James	
	Previous forename(s)	Woodward	
	Previous surname(s)		
Address		Pride Park	
Usual residential address For a corporation, give the registered or principal office address.		Crabtree Lane	
	Post town	Cold Ashby	
	County/Region	Northamptonshire	Postcode NN6 6EF
	Country		
	Date of birth	Day 26 Month 05 Year 52	Nationality British
	Business occupation	Financial Consultant	
	Other directorships	Eagledrop Limited and Thomas James Estate Agents	
		Limited and Thomas James Limited	
I consent to act as director of the company named on page 1			
	Consent signature	<input checked="" type="checkbox"/>  <input checked="" type="checkbox"/>	Date 16.01.01



OYEZ

Company Number

NAME

*Style/Title

*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

*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

21

09

1950

Nationality

British

Business occupation

Director

Other directorships

Thomas James Limited and Thomas James Estate

Agents Limited

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

Consent signature

Date

16.01.01

Company Secretary (see notes 1–5)

*Voluntary details

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

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*****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

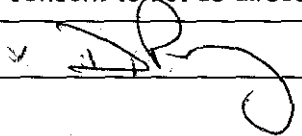
Day Month Year

Date of birth**Nationality****Business occupation****Other directorships**

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

Consent signature**Date**

Directors (continued) (see notes 1-5)

NAME	*Style/Title	<input type="text" value="Mr"/>		*Honours etc.	<input type="text"/>						
*Voluntary details.	Forename(s)	<input type="text" value="Daniel"/>									
	Surname	<input type="text" value="Perry"/>									
	Previous forename(s)	<input type="text"/>									
	Previous surname(s)	<input type="text"/>									
Address	<input type="text" value="9 Donaldson Avenue"/>										
Usual residential address	<input type="text" value="Broughton"/>										
<small>For a corporation, give the registered or principal office address.</small>	Post town	<input type="text" value="Kettering"/>									
	County/Region	<input type="text" value="Northamptonshire"/>	Postcode	<input type="text" value="NN14 1NP"/>							
	Country	<input type="text" value="England"/>									
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td>14</td><td>11</td><td>56</td></tr></table>	Day	Month	Year	14	11	56	Nationality	<input type="text" value="British"/>	
Day	Month	Year									
14	11	56									
	Business occupation	<input type="text" value="Financial Consultant"/>									
	Other directorships	<input type="text" value="Eagledrop Limited, Thomas James Estate Agents Limited and Thomas James Limited."/>									
	<input type="checkbox"/> I consent to act as director of the company named on page 1										
	Consent signature	<input checked="" type="checkbox"/> 	<input checked="" type="checkbox"/>	Date	<input type="text" value="16.01.07"/>						

This section must be signed byEither
an agent on behalf
of all subscribers

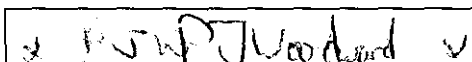
Signed

☒  ☒

Date

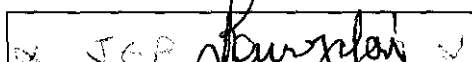
Or the subscribers
(i.e. those who signed
as members on the
memorandum of
association).

Signed

☒  ☒

Date

Signed

☒  ☒

Date

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. Director's 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.

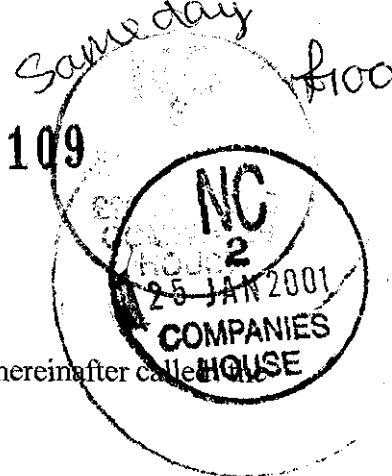
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

314496

100.000

3.

000109



MEMORANDUM OF ASSOCIATION

ONN Financial Partnership Limited

- 1 The name of the company is 'ONN Financial partnership Limited' (hereinafter called 'Company').
- 2 The registered office of the Company is to be situate in England.
- 3 The objects for which the Company is established are:-
 - 3.1 to carry on business as a general commercial company; and without prejudice thereto but in furtherance thereof:-
 - 3.2 to assume the obligations of any person arising from the formation of the Company and without prejudice to the generality thereof to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the Company or which the directors may consider to be in the nature of preliminary expenses, and to novate or otherwise assume any contracts entered into prior to incorporation of the Company as the directors may think fit
- 4 The liability of the members is limited.
- 5 The share capital of the Company is £100,000.00 divided into 100,000 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 below against our respective names.

Names, and addresses of subscribers

Number of shares taken by each subscriber

Daniel Perry
9 Donaldson Avenue
Broughton
Kettering Northants NN14 1NP

1

Signed

Witness

(Print Name & Address)

HELEN WHITTAKER, 88 STANLEY STREET,
NORTHAMPTON NN2 6DE

(Helen Whittaker)



Paul Woodward

Pride Park

Crabtree Lane

Cold Ashby

Northampton

Northamptonshire NN6 6EF

1

Signed

...P.W. Woodward...

Witness

...HELEN WHITTAKER, 88 STANLEY STREET,
(Print Name & Address) NORTHAMPTON NN2 6DE .

Helen Whittaker

Julia Pourmozafari

3 Whitesands Way

Northampton

Northamptonshire NN4 9DD

1

Signed

...J.P. Pourmozafari...

Witness

...HELEN WHITTAKER, 88 STANLEY STREET,
(Print Name & Address) NORTHAMPTON NN2 6DE .

Helen Whittaker

Dated:

16/01/01...

the secretary or second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

14 Notices

- 14.1 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

15 Indemnity

- 15.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.
- 15.2 The directors shall have power to purchase and maintain an insurance policy for any director, officer or auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the said Act.

Names and addresses of subscribers

Daniel Perry
9 Donaldson Avenue
Broughton
Kettering
Northants NN14 1NP

Signed

Witness

(Print Name & Address)

HALEN STEVENS
200 QUEENSWAY
BLETCHLEY
MILTON KEYNES
MK2 2ST

Paul Woodward
Pride Park
Crabtree Lane
Cold Ashby
Northampton
Northants NN6 6EF

Signed

Paul Woodward
Helen Stevens

Witness

(Print Name & Address)

HELEN STEVENS
200 QUEENSWAY
BLETCHLEY
MILTON KEYNES
MK2 2ST

Julia Pourmozafari
3 Whitesands Way
Northampton
Northants NN49QD

Signed

Julia Pourmozafari
Helen Stevens

Witness

(Print Name & Address)

HELEN STEVENS
200 QUEENSWAY
BLETCHLEY
MILTON KEYNES
MK2 2ST

24th January 2001

The Companies Acts 1985 to 1989

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

ONN Financial Partnership Limited



1 Interpretation

- 1.1 In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

'THE ACT' means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

'TABLE A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A - F) (Amendment) Regulations 1985

2 Table A

- 2.1 The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
- 2.2 Regulations 8, 24, 30, 31, 41, 59, 64, 65, 73 to 78, 80, 89, and 118 of Table A shall not apply to the Company.

3 Share Capital

- 3.1 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.
- 3.2 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 3.1 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.

- 3.3 The authority conferred on the directors by articles 3.1 and 3.2 shall remain in force for a period of 5 years from the date of adoption of these new Articles of Association by the Company and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act.

4 Lien

- 4.1 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

5 Transfer of Shares

- 5.1 Except as hereinafter provided no share in the Company or any interest therein shall be transferred or otherwise disposed of unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- 5.2 If at any time a member or any other person entitled to be registered in respect of a share or shares of the Company (hereinafter referred to as the "Proposed Transferor") shall desire to transfer or otherwise dispose of any share or shares registered in his name or any interest therein he shall give notice (hereinafter called a "Transfer Notice") to the Company that he desires to sell or transfer all (and not some only) of his shares for the time being Except as hereinafter provided a Transfer Notice once given or deemed to be given shall not be revocable without the written consent of all the members. A Transfer Notice shall constitute the Company the agent of the Proposed Transferor to sell all the shares registered in the name of the Proposed Transferor (hereinafter referred to as the "Offered Shares") at the fair value fixed under Sub-Article 5.3 and in accordance with the following provisions:
- 5.2.1 Upon the fair value being fixed as provided in Sub-Article 5.3 the directors shall forthwith by notice in writing inform each member (other than the Proposed Transferor) of the number and price of the Offered Shares and invite each member to whom such notice is given to apply in writing to the Company within 14 days of the date of despatch of the notice (which shall be specified therein) for such maximum number of the Offered Shares (being all or any thereof) as he shall specify in such application.
- 5.2.2 The directors shall within 7 days after the expiration of the 14 day period referred to in paragraph 5.2.1 notify the Proposed Transferor of the number of Offered Shares if any for which they have found a purchaser or purchasers pursuant to paragraphs 5.2.1 and if the directors have found such a purchaser or purchasers in respect of some only of the Offered Shares the Proposed Transferor shall be entitled to withdraw the Transfer Notice (in whole not in part) within 5 days of such notification.

- 5.2.3 During the six months following the expiry of the period of 7 days referred to in paragraph 5.2.2 hereof the Proposed Transferor (whether or not the Transfer Notice has been withdrawn under paragraph 5.2.2) shall be at liberty to transfer to any person or persons at any price not being less than the fair value fixed under Sub-Article 5.3 any share not allocated in accordance with the following provisions of this Article Provided that if the Proposed Transferor has withdrawn the Transfer Notice under paragraph 5.2.2 hereof he shall not be entitled save with the written consent of all the other members to sell hereunder only some of the Offered Shares.
- 5.2.4 If the said members shall within the period of 14 days referred to in paragraph 5.2.1 apply for all or (except where the Transfer Notice is withdrawn as aforesaid) any of the Offered Shares the directors shall allocate the Offered Shares (or so many of them as shall be applied for as aforesaid) to and amongst the applicants (and in case of competition pro rata, as nearly as possible, according to the number of shares of the Company of which they are registered or unconditionally entitled to be registered as holders) provided that no applicant shall be obliged to take more than the maximum number of Offered Shares specified by him as aforesaid.
- 5.2.5 The directors shall forthwith give notice in writing of allocations of Offered Shares pursuant to paragraphs 5.2.4 (hereinafter called an "Allocation Notice") to the Proposed Transferor and to the persons to whom Offered Shares have been allocated and (provided that the aggregate number of shares so allocated coincides with the number of shares notified to the Proposed Transferor pursuant to paragraph 5.2.2) the Proposed Transferor shall thereupon be bound to transfer the shares allocated upon payment of the fair value thereof. An Allocation Notice shall state the names and addresses of the purchasers and the number of shares agreed to be purchased by them respectively and the purchases shall be completed upon receipt by the Proposed Transferor of payment of the fair value for the Offered Shares from a purchaser and such completion shall be within 28 days of the service of the Allocation Notice Provided always that each purchaser shall have the right by giving notice in writing to pay a Proposed Transferor by instalments (hereinafter called an "Instalment Notice") to postpone completion and make payment of the fair value with interest thereon of one per centum above the base rate from time to time of Lloyds TSB Bank plc by six equal monthly instalments and any such Instalment Notice shall be served within 28 days of the service of the Allocation Notice and the first instalment shall be due within 7 days from the service of an Instalment Notice.
- 5.2.6 If in any case the Proposed Transferor having become bound as aforesaid makes default in accepting payment of the fair value for any Offered Share or as the case may be in transferring the same, the directors may receive such purchase money and may nominate some person to execute an instrument of transfer of such share in the name and on behalf of the Proposed Transferor and thereafter when such instrument has been duly stamped the directors shall cause the name of the purchaser to be entered in the Register of Members as the holder of such share and where applicable shall hold the purchase money in trust without interest for the Proposed Transferor. The receipt of the directors for the purchase money shall be a good discharge to the purchaser (who shall not be bound to see to the application thereof) and after his name has been entered in the Register of Members in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

- 5.3 The fair value of any shares to be transferred pursuant to the provisions of Sub-Article 5.2 shall be such sum as may be agreed between the Proposed Transferor and the directors within 7 days of the service upon the Company of the Transfer Notice in which such shares are comprised or in default of such agreement such sum as the auditors of the Company shall certify in writing to be in their opinion the fair value thereof on the basis of a sale as between a willing vendor and a willing purchaser of the entire issued share capital of the Company and on the basis that the consideration received on such a sale is to be distributed to the members according to the number of shares of the Company of which the Proposed Transferor is registered or unconditionally entitled to be registered as holder and disregarding the percentage interest the said shares constitute in the voting capital of the Company and further disregarding the fact that transfer of the Shares is restricted by these Articles. In the event that the auditors of the Company decline to act such other chartered accountant shall be appointed by agreement between the Proposed Transferor and the directors within 7 days following the expiration of the period of 7 days referred to above or, failing agreement, shall be appointed on the application of the Proposed Transferor or the directors by the President for the time being of the Institute of Chartered Accountants in England and Wales. In so certifying such auditors of the Company or chartered accountant shall be deemed to be acting as an expert and not as an arbitrator and the Arbitration Act 1996 shall not apply. The certificate of the auditors of the Company or chartered accountant shall be final and binding. The directors shall procure that any certificate required hereunder is obtained with due expedition and the cost of obtaining such certificate shall be borne by the Company.
- 5.4 The person or persons entitled to a share in consequence of the death of a member shall be bound forthwith upon grant of representation being issued in respect of the estate of the deceased member to give the Company a Transfer Notice in respect of all the shares to which such person or persons shall have become entitled in consequence of the death of such deceased member and in default of such Transfer Notice being given within six months of the death of such member (whether or not grant of representation shall have been issued) such person or persons shall be deemed to have given such Transfer Notice at the expiration of the said period of six months and the provisions of Sub-Article 5.2 shall have effect accordingly.
- 5.5 If any member shall be adjudged bankrupt his trustee in bankruptcy shall be bound forthwith to give to the Company a Transfer Notice in respect of all the shares registered in the name of the bankrupt member and in default of such Transfer Notice being given within one month of bankruptcy the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of Sub-Article 5.2 shall have effect accordingly.
- 5.6 Any member may waive his right to receive a notice from the Company under Sub-Article 5.2 in respect of any proposed transfer and upon so doing shall cease to have any right of pre-emption in respect of the shares concerned under this Article 5 and if all the members entitled waive their rights to such notice the provisions of Sub-Article 5.1 shall not apply and the directors of the Company shall (subject to Sub-Article 5.7) be bound to register a transfer of the shares concerned as a permitted transfer.

5.7 **Registration**

5.7.1 The directors shall refuse to register any proposed transfer of a share other than a transfer made pursuant to or permitted by the provisions of this Article 5 and save as provided in paragraphs 5.7.2 5.7.3 and 5.7.4 of this Sub-Article the directors shall register any transfer so made or permitted.

5.7.2 The directors may refuse to register the transfer of a share on which the Company has a lien.

5.7.3 The directors may refuse to register a transfer unless:

5.7.3.1 it is lodged at the registered office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;

5.7.3.2 it is in respect of only one class of shares; and

5.7.3.3 it is in favour of not more than four transferees.

5.7.3.4 No share shall be transferred to any infant, bankrupt or person of unsound mind.

5.7.3.5 The provisions of this Article 5 shall apply to any renunciation of the allotment of any share as they would apply to any transfer of that share.

6 Proceedings at General Meetings

6.1 Regulation 40 of Table A shall be amended by substituting "Three" for "Two" as the first word of the second sentence thereto.

6.2 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

6.3 A poll may be demanded at any general meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

6.4 On a show of hands or on a poll votes may be given either personally or by proxy.

7 Number of Directors

7.1 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

8 Delegation of Powers

8.1 The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company.

9 Alternate Directors

- 9.1 Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.
- 9.2 When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

10 Appointment and Retirement of Directors

- 10.1 The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company.
- 10.2 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
- 10.3 Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.
- 10.4 There shall be no age limit for directors of the Company.
- 10.5 A director shall not be required to hold any qualification shares in the Company.

11 Disqualification and Removal of Directors

- 11.1 Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;

or

(e) he is otherwise duly removed from office.

12 Proceedings of Directors

12.1 Regulation 88 of Table A shall be amended by substituting for the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

the following sentence:

Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom.

12.2 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.

12.3 Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

12.4 Subject to such disclosure as is required by section 317 of the Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Regulations 94 to 97 (inclusive) of Table A shall be modified accordingly.

12.5 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.

13 The Seal

13.1 In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

13.2 The seal, if any, shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by

the secretary or second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

14 Notices

- 14.1 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

15 Indemnity

- 15.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.
- 15.2 The directors shall have power to purchase and maintain an insurance policy for any director, officer or auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the said Act.

Names and addresses of subscribers

Daniel Perry

9 Donaldson Avenue
Broughton
Kettering
Northants NN14 1NP

Signed

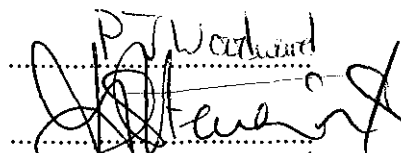
Witness

(Print Name & Address)

Helen Stevens
200 Queensway
Bletchley
Milton Keynes
MK2 2ST

Paul Woodward
Pride Park
Crabtree Lane
Cold Ashby
Northampton
Northants NN6 6EF

Signed



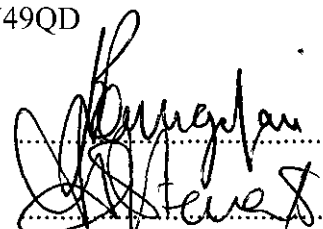
Witness

(Print Name & Address)

HELEN STEVENS
200 QUEENSWAY
BLETCHLEY
MILTON KEYNES
MK2 2ST

Julia Pourmozafari
3 Whitesands Way
Northampton
Northants NN49QD

Signed



Witness

(Print Name & Address)

HELEN STEVENS
200 QUEENSWAY
BLETCHLEY
MILTON KEYNES
MK2 2ST

24th January 2001.

