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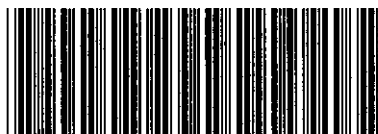
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4180051

The Registrar of Companies for England and Wales hereby certifies that
CUMBERLAND DIRECTORS 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 15th March 2001



N041800516



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals

CHFP055

Company Name in full **Cumberland Directors Limited**

I, **David Noakes**
of **108 Iveson Drive Leeds LS16 6NS**

† Please delete as appropriate

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

**BASSRA SOLICITORS, 89-93 MANNINGHAM LANE
BRADFORD W YORKSHIRE**

Day Month Year

On

1 3 0 3 2 0 0 1

① Please print name.

before me ①

Miss A. L. MORALEE

Signed

Ann Morales

Date

13/3/01

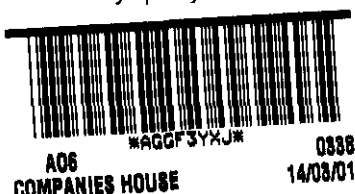
† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

01274 541744

**I. M. Registrars Limited
PO Box 122
Fairweather Green
Thornton Road
Bradford BD8 0HZ**

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

Co.



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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

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

for companies registered in Scotland

DX 235 Edinburgh



10

First directors and secretary and intended situation of registered office

Please complete in typescript,
or in bold black capitals.

CHFP055

Notes on completion appear on final page

Company Name in full

Cumberland Directors Limited

Proposed registered office

(PO Box numbers only, are not acceptable)

Cumberland House

Greenside Lane

Post town

Bradford

County / Region

Postcode

BD8 9TF

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, for the person Companies House should contact if there is any query

01274 541744

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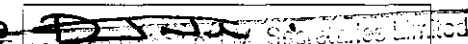
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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		Cumberland Directors Limited	
Name	* Style / Title	* Honours etc	
Forename(s)			
Surname		Cumberland Secretaries Limited	
Previous Forename(s)			
Previous Surname(s)			
Address		Cumberland House	
Usual residential address		Greenside Lane	
Post town		Bradford	
County / Region		Postcode	BD8 9TF
Country			

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

Consent Signature 

Date 13/3/01

Directors (see notes 1-5)

Please list directors in alphabetical order

Name	* Style / Title	* Honours etc	
Forename(s)		David Anthony	
Surname		Noakes	
Previous Forename(s)			
Previous Surname(s)			
Address		108 Iveson Drive	
Usual residential address			
Post town		Leeds	
County / Region		Postcode	LS16 6NS
Country			

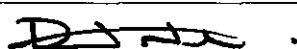
Day	Month	Year	Nationality					
1	2	0	6	1	9	6	5	British/Eng

Business occupation Clerk

Other directorships See list

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

Consent Signature



Date 13/3/01

Directors (continued)

(see notes 1-5)

Name	* Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>
* Voluntary details.				
	Forename(s) <input type="text"/>			
	Surname <input type="text"/>			
	Previous Forename(s) <input type="text"/>			
	Previous Surname(s) <input type="text"/>			
Address				
Usual residential address				
For a corporation, given the registered or principle 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		Nationality	
	<input type="text"/>		<input type="text"/>	
	Business occupation <input type="text"/>			
	Other directorships <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 byEither
an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Other directorships

Company Name in full

Cumberland Directors Limited



Current Appointments Enquiry

David Anthony NOAKES

Company	Director	Secretary	Signing Authority	Professional Advisor	Professional Officer
CALA-Grandholm Limited	Yes				
Cumberland Secretaries Limited	Yes	Yes			
Denehurst Limited	Yes				
I.M. Directors Limited	Yes	Yes			
I.M. Registrars Limited	Yes	Yes			
I.M. Secretaries Limited	Yes	Yes			
Illingworth, Morris Limited	Yes				

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The Companies Act 1985 and 1989

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Company Limited By Shares

Memorandum of Association

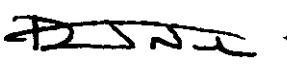
of

Cumberland Directors Limited



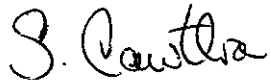
1. The Company's name is "Cumberland Directors Limited."
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are :-
 1. To carry on business as a general commercial company.
4. The liability of the members is limited.
5. The Company's share capital is £5000.00 divided into five thousand shares of £1.00 each.

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

Name and Address of Subscribers	Number of Shares taken
 David Noakes 108 Iveson Drive Leeds LS16 6NS	One
Total number of Shares taken	One

Dated this 13 day of March 2000.

Witness to the above Signatures:-


21 Mayfield Grove
Wilden
Bradford
BD15 0EY
Secretary

**THE COMPANIES ACT 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES**

ARTICLES OF ASSOCIATION OF Cumberland Directors Limited

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Directors shall have full control of shares which are comprised in the authorised share capital with which the Company is incorporated and may allot relevant securities (as defined in Section 80(2) of the Act) as authorised from time to time by the Company, and during the period of five years commencing with the date of incorporation the Directors shall have authority to allot relevant securities to such persons and for such consideration and upon such terms and conditions as they may determine provided that the nominal value of the relevant securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being, and after the period of five years commencing with the date of incorporation of the Company the Directors may allot any relevant securities in pursuance of an offer or agreement so to do made by the Company within that period. The Authority hereby given may at any time be renewed, revoked or varied by Ordinary Resolution of the Company.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not

accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Sections 80, 80A and 379A of the Act.

(c) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

SHARES

3. The lien conferred by Regulations 8 in Table A shall attach to all shares whether fully paid or not and to all shares standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders. Regulation 8 in Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

4. (a) Regulations 40 and 41 of Table A shall not apply to the Company.

(b) No business shall be transacted at any General Meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member of a duly authorised representative or a corporation shall be a quorum, unless the Company has only one member in which case one member present in person or by proxy shall be a quorum.

(c) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(d) In addition to the requirements of Regulation 100 of Table A, the directors shall also insert in the minute book of the Company:

(i) a memorandum of all decisions taken by a sole member when the Company has only one member which may have been taken by the Company in General Meeting and which have effect as if agreed in General Meeting; and

(ii) all written resolutions passed by the Company.

APPOINTMENT OF DIRECTORS

5. (a) Regulation 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly.

(c) No Director shall be liable to retire by rotation and Regulations 73 to 77 (inclusive) and Regulation 80 in Table A shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money of unlimited amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80, 80A and 379A of the Act to grant any mortgage, charge

or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

7. An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

8. A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

9. (a) At any meeting of the Directors or of any committee of the Directors subject to disclosing his interest therein a Director may vote on any resolution notwithstanding that it in anyway concerns or relates to a matter in which he has, directly or indirectly any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the Meeting. Regulations 94 to 98 inclusive of Table A shall be construed accordingly.

(b) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.

INDEMNITY

10. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A every Director, officer or official of the Company shall be indemnified out

of the funds of the Company or the proceeds of any insurance policy effected by the Company for such purpose against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SHARE CERTIFICATES

11. In the second sentence of Regulation 6 of Table A the words 'shall be sealed with the seal and' shall be deleted. Each share certificate shall only be issued by authority of the directors, or of a committee of the directors authorised by the directors, and shall bear the signature of one director and the company secretary or a second director.

COMPANY SEAL

12. Regulation 101 of Table A shall not apply to the Company. The company shall not be

required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and 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 the secretary or a second director.

TRANSFER OF SHARES

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

Names and Addresses of Subscriber



David Noakes
108 Iveson Drive
Leeds LS16 6NS

Dated 13/3/01

Witness
to above signature

SCawthra
21 Mayfield Grove
Wilden
Bradford BD15 0EY
Secretary