FILE COPY



CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

Company No. 4214826

The Registrar of Companies for England and Wales hereby certifies that

RIGERMULL 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 11th May 2001



N04214826E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— *for the record* —

HC007B

business ASSIST

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP033

Company Name in full RIGER MULL LIMITED

I, BUSINESS ASSIST LIMITED

of TEMPLE COURT, 107 OXFORD ROAD, OXFORD, OX4 2ER

do solemnly and sincerely declare that I am a + [~~Solicitor engaged in the formation of the company~~][person named as a 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.

+ Please delete as appropriate

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 TEMPLE COURT, 107 OXFORD ROAD, OXFORD, OX4 2ER

	Day	Month	Year
On	09	05	2001

before me ① KENNETH BROOKS

① Please print name.

Signed **Date** 09/05/2001

+ 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 aand Exchange of the person Companies House should contact if there is any query.

BUSINESS ASSIST LIMITED
TEMPLE COURT, 107 OXFORD ROAD, OXFORD OX4 2ER
Tel **01865 718893**
DX number DX exchange

AG6HP8JL A04 COMPANIES HOUSE 0461 10/05/01

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 June 1998

business ASSIST

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First directors and secretary and intended situation of registered office

Please complete in typescript, or in bold black capitals.

CHFP033

Notes on completion appear on final page

Company Name in full RIGERMULL Limited

Proposed Registered Office TEMPLE COURT

(PO Box numbers only, are not acceptable) 107 OXFORD ROAD

Post town OXFORD

County / Region OXON Postcode OX4 2ER

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 X

Agent's name BUSINESS ASSIST LIMITED

Address 107 OXFORD ROAD

Post town OXFORD

County / Region OXON Postcode OX4 2ER

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.

BUSINESS ASSIST LIMITED
107 OXFORD ROAD
OXFORD OX4 2ER Tel 01865 718893
DX number DX exchange

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A04 0460
COMPANIES HOUSE 10/05/01

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Form revised July 1998

Company Secretary

(see notes 1 - 5)

Company Name: **RIGERMULL Limited**

NAME *Style / Title: | *Honours etc:

*Voluntary details

Forename(s):

Surname: **BUSINESS ASSIST LIMITED**

Previous forename(s):

Previous surname(s):

Address / ***Usual residential address***: **TEMPLE COURT**, **107 OXFORD ROAD**

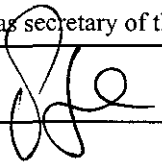
For a corporation, give the registered or principal office address.

Post town: **OXFORD**

County / Region: **OXON** Postcode: **OX4 2ER**

Country: **UK**

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

Consent signature:  **Date**: **09/05/2001**

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title: | *Honours etc:

Forename(s):

Surname: **NEWCO FORMATIONS LIMITED**

Previous forename(s):

Previous surname(s):

Address / ***Usual residential address***: **TEMPLE COURT**, **107 OXFORD ROAD**

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

Post town: **OXFORD**

County / Region: **OXON** Postcode: **OX4 2ER**

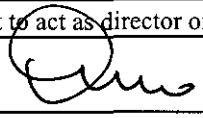
Country: **UK**

Date of birth (Day / Month / Year): | **Nationality**:

Business occupation:

Other directorships:

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

Consent signature:  **Date**: **09/05/2001**

Directors (continued) (see notes 1-5)

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

Date of birth Day Month Year | **Nationality**

Business occupation

Other directorships

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

Consent signature | **Date**

This section must be signed by

Either

an agent on behalf of all subscribers **Signed** | **Date** 10/05/2001

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**

4214826

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009974

Company Number:

The Companies Acts 1985 as amended by the Companies Act 1989 (the "Act")

Company Limited by shares

Memorandum of Association of RIGERMULL Limited (the "Company")

1. The Company's name is RIGERMULL Limited .

2. The Company's registered office is to be in England and Wales.

BGI

3.(a) The main objects of the Company are to carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers , exporters, factors and shippers of wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms and companies as may be thought to be expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up , and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.

(b) To carry on any other business of any description which can in the opinion of the Board of Directors be capable of being advantageously carried on in connection with or ancillary to any of the objects of the Company.

(c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any buildings and adapt the same for the purposes of the Company's business.

(d) To purchase or otherwise acquire the whole or any part of the business, goodwill, or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(e) To apply for, register, purchase or otherwise acquire and protect, prolong and renew any patents, licences, secret processes, trade marks, designs or concessions, brevets d'invention whether in the United Kingdom or elsewhere, which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.

(f) To improve, sell, let, licence, develop, mortgage, charge or otherwise deal with the undertaking, or all or any part of the property, assets, or rights of the Company, upon such terms as the Company may approve, with the power to accept shares, debentures or securities of, or interests in, any other company.

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COMPANIES HOUSE 10/05/01

(g) To invest and deal with the monies of the Company not immediately required for the purposes of the Company in any manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend money or give credit to such person, firm or company, upon such terms and with or without security and subject to such conditions as may be desirable (including without prejudice to the generality of the foregoing any holding company, subsidiary of, or any other company associated in any way with the Company).

(i) To enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company and to enter into partnerships or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.

(j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the company's property or assets, both present and future, including its uncalled capital, and to re-issue at any time paid off, and also by a similar mortgage, charge, standard security, lien or security to secure & guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, cheques, warrants and other negotiable or transferable documents.

(l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation in any part of the world and any debenture stocks, bonds on securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(m) To control, manage, finance, subsidise, co-ordinate or otherwise assist in any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(o) To promote or aid in the promotion of any company or companies for the purpose of acquiring the whole or any part of the business or of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To establish, support and subscribe to any charitable trust or public object and to support and subscribe to any institution, society or club which may be to the benefit of the Company, Directors, employees or ex-employees of the Company or the dependents of such persons and to grant pensions and allowances to any such person.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(s) To distribute any property of the Company in specie among the members.

(t) To act as agents or brokers and as trustees for any person, firm or company to undertake and perform sub-contracts.

(u) 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 forgoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time set out.

We the subscribers of 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 in our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

BUSINESS ASSIST LIMITED **TEMPLE COURT** **107 OXFORD ROAD** **OXFORD OX4 2ER**	**TWO**



(An Authorised Signatory)

TOTAL SHARES TAKEN	**TWO**



Date: 9 May 2001

Witnessed by

PATRICIA GERA
Temple Court
107 Oxford Road
Oxford
OX4 2ER

Company Number:

The Companies Act 1985 as amended by The Companies Act 1989 (the "Act")

Company Limited by Shares

Articles of Association of RIGERMULL Limited (the "Company")

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table A of the Schedule to The Companies (Table A to F) Regulations 1985 shall apply to this Company.

2. The following clauses of the said Table A shall not apply to this company: 8,64, 65-69, 73-80, 94 and 95.

3. The Companies Act 1985(as amended by the Companies Act 1989) shall hereinafter be referred to as the "Act"

SHARE CAPITAL

4. (a) Save as hereinafter expressly authorised the Directors may allot grant options or otherwise deal with relevant securities (as defined by the Act) as authorised by the Company in general meeting on such terms as they think fit subject to the provisions of section 80 of the Act.

(b) During the period of five years commencing with the date of incorporation the Directors shall have authority to allot or otherwise deal dispose of any of the original shares in the authorised share capital of the Company to such persons, upon such terms and for such consideration as they may determine.

5. Sections 89 and 90 of Act shall not apply to this Company.

6. Sections 159 and 160 of the Act shall apply to this Company and it may therefore issue shares which are to be redeemed at the option of the Company or the shareholder.

7. Sections 162, 170, 171 and 172 of the Act shall also apply to the Company.

TRANSFER OF SHARES

8. The Directors may in their absolute discretion refuse to register any transfer of a share whether or not it is fully paid and no reason for the refusal to register the transfer need be given by the directors.

GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum is present. One person entitled to vote upon business to be transacted being a member or a Proxy for a member or a duly authorised representative of a corporation shall constitute a quorum.

10. Subject to the provisions of the Companies Act 1985 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at the General Meetings (or being corporations by their duly authorised representatives)shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS

11. Unless and until the Company in General Meeting otherwise authorises, there shall be no maximum limit set as to the number of Directors that the Company may appoint and the minimum number shall be one. If and so long as there is a sole Director, then he may exercise all the powers and authorities vested in the Directors by these Articles and Table A; clause 89 of Table A shall be modified accordingly.

12. A person may be appointed a Director notwithstanding the fact that he shall have reached the age of 70 years or more and no Director shall be liable to vacate office by reason of his attaining that or any other age.

13. The Directors shall have the power and authority to appoint any person whom they determine appropriate at any time as a Director either to fill a casual vacancy or as an addition to the existing Directors so long as it does not cause the maximum limit for the number of Directors to be exceeded should such a limit be set by the Directors.

14. Subject to the provisions of the Act in so far as they relate to a private limited company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement 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 of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matters is considered.

BORROWING

15. The Directors may exercise all the powers of the Company to borrow money up to or 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 and uncalled capital or any part thereof and subject to Section 80 of the Companies Act 1985 to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

NAMES AND ADDRESSES OF SUBSCRIBERS

BUSINESS ASSIST LIMITED
TEMPLE COURT
107 OXFORD ROAD
OXFORD
OX4 2ER

TWO

(An authorised signatory)

TOTAL SHARES TAKEN **TWO**

Date: 9 May 2001

Witnessed by

PATRICIA GERA
Temple Court
107 Oxford Road
Oxford
OX4 2ER