

FILE COPY



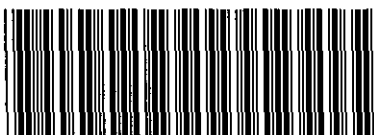
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4219141

The Registrar of Companies for England and Wales hereby certifies that
STAPLEGROVE BURROWS 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 18th May 2001



N042191419



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

STAPLEGROVE BURROWS LIMITED

I, **ALFRED GUY PETTIT**

of **SMALL FIRMS DIRECT SERVICES LTD**

† 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

[Signature]

Declared at **1 Riverside House, Truro, Cornwall TR1 2XN**

Day Month Year

On

14 05 2001

• Please print name.

before me •

GEOFFREY WHEELER

Signed

[Signature]

Date

14 MAY 2001

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

G. WHEELER

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.

Officer authorised to take affidavits	
A.G. PETTIT	
1 RIVERSIDE HOUSE, TRURO,	
CORNWALL TR1 2XN	Tel 01872 225491
DX number	DX exchange

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



A04
COMPANIES HOUSE

0361
17/05/01

Fc



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

STAPLE GROVE BURROWS LIMITED

Proposed Registered Office

1 RIVERSIDE HOUSE

(PO Box numbers only, are not acceptable)

HERON WAY

Post town

TRURO

County / Region

CORNWALL

Postcode

TR1 2XN

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

MR A. G. PETTIT

Address

1 RIVERSIDE HOUSE

HERON WAY

Post town

TRURO

County / Region

CORNWALL

Postcode

TR1 2XN

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.

A. G. PETTIT

1 RIVERSIDE HOUSE, HERON WAY

TRURO TR1 2XN Tel 01872 225491

DX number

DX exchange



A04
COMPANIES HOUSE

0360
17/05/01

Form revised July 1998

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

4219141

10

Company Secretary (see notes 1-5)

Company name

STAPLE GROVE BURROWS LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

SMALL FIRMS SECRETARY SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address

1 RIVERSIDE HOUSE

Usual residential address

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

HERON WAY

Post town

TRURO

County / Region

CORNWALL

Postcode

TR1 2XN

Country

UNITED KINGDOM

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

Consent signature

Date

14 MAY 2001

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

SMALL FIRMS DIRECT SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address

1 RIVERSIDE HOUSE

Usual residential address

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

HERON WAY

Post town

TRURO

County / Region

CORNWALL

Postcode

TR1 2XN

Country

UNITED KINGDOM

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

14 MAY 2001

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	<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"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<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**

14 MAY 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**

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. Directors 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.

000078

011514

COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

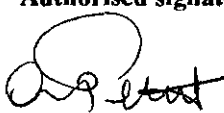

of a proposed Private Limited Company adopting Table A with amendments

1. The name of the Company is:

STAPLEGROVE BURROWS LIMITED

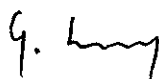
2. The Registered office of the Company will be situated in England & Wales
3. The objects for which the Company is established are:
- 3.1 to carry on the business of a General Commercial Company
- 3.2 to design manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may be conveniently or advantageously made or supplied in connection with it.
- 3.3 to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity or interest in which it appears likely to be advantageous to the company; to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate.
- 3.4 to acquire all types of property including without limitation freehold or leasehold property
- 3.5 to borrow or raise money in any manner and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.
- 3.6 to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world
- 3.7 to do all or such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects or to the exercise of any power (whether express or implied) possessed by the Company.
4. The liability of the members is limited
5. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each

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

Name and Address	Number of Shares Taken	Authorised signatory
Small Firms Secretary Services Ltd 1 Riverside House, Heron Way, Truro, Cornwall TR1 2XN	1	
Small Firms Direct Services Ltd 1 Riverside House, Heron Way, Truro, Cornwall TR1 2XN	1	
TOTAL Shares taken	2	

Witness name: **Gordon Long**

Address: **1 Riverside House, Heron Way, Truro, Cornwall TR1 2XN**

Signature: 

Date: **14 May 2001**



COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
STAPLEGROVE BURROWS LIMITED

1. Preliminary

- 1.1 The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles.
- 1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meaning so defined.

2. Share Capital

- 2.1 The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each
- 2.2 In regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"

3. Lien and Forfeiture

- 3.1 The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company, The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share
- 3.2 In regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares"

4. Transfer of Shares

Regulation 24 of Table A shall not apply

5. Alteration of Share Capital

- 5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"
- 5.2 In Regulation 33 of Table A the parenthesis "(including subject to the provisions of the Act, the Company)" shall be omitted

6. Votes of Members

- 6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy"
- 6.2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used"

7. Number of Directors

The number of Directors shall not be less than one

8. Appointment and Retirement of Directors

Regulations 73 to 80 of Table A shall not apply to the Company

9. Proceedings of Directors

Regulation 94 shall not apply to the Company

10. Disqualified Directors

In Regulation 81 of Table A there shall be inserted in paragraph (d) after the words "to the Company" the words "left at the office"

11. Dividends

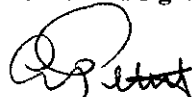
In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event"

Name and Address of Subscribers

Small Firms Secretary Services Ltd
1, Riverside House, Heron Way,
Truro, Cornwall TR1 2XN

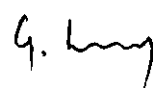
Small Firms Direct Services Ltd
1, Riverside House, Heron Way,
Truro, Cornwall TR1 2XN

Authorised signatory



Witness name: Gordon Long

Address: 1 Riverside House, Heron Way, Truro, Cornwall TR1 2XN

Signature: 

Date: 14 May 2001