

FILE COPY



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

Company No. 4251635

The Registrar of Companies for England and Wales hereby certifies that

ACTIVE EUROPE NETWORK LTD

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

Given at Companies House, London, the 13th July 2001



N04251635D

A handwritten signature in black ink, likely of the Registrar of Companies.

For The Registrar Of Companies



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

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

4251635

Company Name in full

Active Europe Network Ltd

I, Erica Price

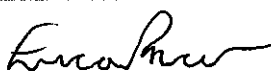
of 7 Sloane Ave, London, SW3 3JD

† 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

10 Noble St, London, EC2V 7QJ

Day Month Year

On

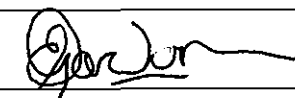
1 2 0 7 2 0 0 1

❶ Please print name.

before me ❶

Esther Gordon

Signed



Date

12-07-01

† 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.

Brobeck Hale and Dorr, Alder Castle, 10
Noble St, London, EC2V 7QJ

Tel 020 7645 2558

DX number

DX exchange



LD1
COMPANIES HOUSE

LSIKW230
0144
13/07/01

Form revised June 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



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

4251635

Company Name in full

Active Europe Network Ltd

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Brobeck Hale and Dorr, Alder Castle

10 Noble Street

Post town

London

County / Region

Postcode

EC2V 7QJ

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

Brobeck Hale and Dorr

Address

Alder Castle, 10 Noble Street

Post town

London

County / Region

Postcode

EC2V 7QJ

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.

Brobeck Hale and Dorr, Alder Castle, 10
Noble Street, London, EC2V 7QJ

Tel 020 7645 2400

DX number

DX exchange



LD1
COMPANIES HOUSE

0143
13/07/01

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

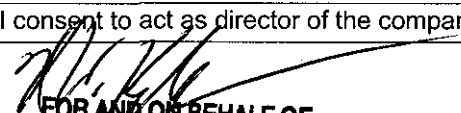
DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name	Active Europe Network Limited		
NAME	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)		
	Surname	BHD Secretaries Limited	
	Previous forename(s)		
	Previous surname(s)		
Address	Alder Castle, 10 Noble street		
Usual residential address For a corporation, give the registered or principal office address.			
	Post town	London	
	County / Region	Postcode	EC2V 7QJ
	Country		
	I consent to act as secretary of the company named on page 1		
Consent signature	 FOR AND ON BEHALF OF BHD SECRETARIES LIMITED		Date 12/07/01

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Forename(s)		
	Surname	BHD Directors Limited	
	Previous forename(s)		
	Previous surname(s)		
Address	Alder Castle, 10 Noble Street		
Usual residential address For a corporation, give the registered or principal office address.			
	Post town	London	
	County / Region	Postcode	EC2V 7QJ
	Country		
Date of birth	Day	Month	Year
Business occupation			
Other directorships	See Attached Form		
	I consent to act as director of the company named on page 1		
Consent signature	 FOR AND ON BEHALF OF BHD DIRECTORS LIMITED		Date 12/07/01

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	<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*****Or the subscribers*****Signed****Date**

12/07/01

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

BHD Directors Limited

BHD Directors Limited is or has been a director of the companies listed below.
Please update this list if you are involved with the appointment or resignation of BHD
Directors Limited as a director.

Name	Company No	Appointment	Termination
Management Collaborative Limited	04084012	29/09/2000	
VG UK Limited	04080667	26/09/2000	20/10/2000
Albany Vehicle Finders Limited	04035131	29/09/2000	
RThomas Limited	04100665	30/10/2000	
Broadcom UK Limited	04120011	30/11/2000	
BHD SHELF CO (1) Limited	04153715	05/02/2001	
RMBKNE 2 Limited	03923888	07/02/2001	
FSI Systems Limited	04026358	07/12/2000	28/02/2001
Masergy Communications UK Limited	04170863	01/03/2001	05/04/2001
Masergy Licensing Limited	4219952	18/05/2001	18/05/2001
StorageWay UK Limited	4197041	09/04/2001	17/04/2001
CRC Corporate Trustees Limited	4231720	11/06/ 2001	
Cognitran Limited	04235055	14/06/2001	
Authoria Limited	04243441	29/06/01	

51 day £80
NINE
BB 111354



THE COMPANIES ACT 1985 (as amended)

4251635

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

ACTIVE EUROPE NETWORK LTD

1. The Company's name shall be Active Europe Network Ltd.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(a) To carry on any business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view, directly or indirectly, to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilizing its skills, know how or expertise.

(b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and



to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

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

(g) To lend and advance money or give credit on any terms with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), 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 (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

(j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying

on business in any part of the world, and debentures, debenture stocks, bonds, obligations or 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 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 promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

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

(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 distribute among its creditors and Members in cash, specie or kind any property of the Company of whatever nature.

(s) 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.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives

and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Section 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To cease carrying on or to wind up any business or activity of the Company, and to cancel any registration of, and to wind up or procure the dissolution of the Company in any state or territory.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise, and by or through agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or interference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether

incorporated or unincorporated and whether formed, registered, incorporated, constituted, domiciled or resident in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.

4. The liability of the Members is limited.
5. The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 each.

The subscriber to this Memorandum of Association wishes to be formed into a company pursuant to this Memorandum; and agrees to take the number of shares shown opposite its name:

**NAME AND ADDRESS
OF SUBSCRIBER**

**NUMBER OF SHARES
TAKEN BY SUBSCRIBER**

**BHD Nominees Limited
Alder Castle
10 Noble Street
London, EC2V 7QJ**

ONE


~~FOR AND ON BEHALF OF~~
BHD NOMINEES LIMITED

WITNESS to the above signature:



Name: GILES HAWKINS

Title: PARALEGAL

Address: 201 VARSITY DRIVE
TWICKENHAM, TW1 1AZ

TOTAL SHARES TAKEN

1 ordinary shares of £1 each

DATED the 12 day of July 2001

THE COMPANIES ACT 1985 (as amended)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

ACTIVE EUROPE NETWORK LTD

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles "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) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below), allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) 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.

(c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority 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 (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARE CERTIFICATES

3. The Company may execute share certificates in accordance with the enabling provisions of Section 36A of the Act and the provisions of Regulation 6 of Table A shall be deemed to have been varied accordingly.

SHARES

4. The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, 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, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

6. For as long as the Company is, or if at any time in the future the Company becomes, the wholly owned subsidiary (as defined in Section 736 of the Act) of another company, a transfer in respect of any shares in the Company may be executed by a director of that other company, and the Directors of the Company shall be bound to accept such a transfer as validly executed by a duly authorised agent of the transferee.

7. Regulation 24 of Table A shall not apply. Save for any transfer made pursuant to the provisions of Article 6 the Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

8. Regulation 37 of Table A shall be read and construed as if the last sentence were omitted there from.

9. The second sentence of Regulation 40 of Table A shall be omitted. One member present in person or by proxy shall be a quorum at any general meeting.

10. (a) 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 therefore, such adjourned General Meeting shall be dissolved.

(b) Regulation 41 of Table A shall not apply to the Company.

11. Regulation 46 of Table A shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof and paragraphs (c) and (d) thereof were omitted.

VOTES OF MEMBERS

12. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

13. Regulation 56 of Table A shall be read and construed as if the words "in writing" were inserted after " . . . for the deposit of instruments of proxy . . . "

14. Regulation 59 of Table A shall not apply to the Company. On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative.

15. Regulation 62 of Table A shall be read and construed as if the words "within the United Kingdom" were omitted there from.

"SIGNATURE" ON ELECTRONIC COMMUNICATIONS

16. An electronic communication from a member to the Company shall be deemed "signed" by or on behalf of the member where it bears a discrete identification number assigned to that member by the Company.

APPOINTMENT OF DIRECTORS

17. (a) Regulation 64 of 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 in General Meeting of the Company. Subject to and in default of any such determination, the minimum number of Directors shall be two. 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 of Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company. The last sentence of Regulation 84 of Table A shall be omitted.

(d) A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgement at the registered office of the Company. Regulation 111 of Table A shall be modified accordingly.

(e) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

(f) In Regulation 85(c) of Table A there shall be inserted after the words "interest or benefit" the words "unless the Company by ordinary resolution otherwise directs".

18. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent has been obtained and shall not be affected or in any way prejudiced by any such restriction or lack of consent unless such person had at the time express notice that any act or transaction effected by or with the authority of the Directors was in excess of their powers.

BORROWING POWERS

19. The Directors may exercise all the powers of the Company to borrow money without limit as to 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 of the Act to grant any mortgage, charge or standard 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

20. (a) 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, deposited at its registered office, from time to time direct. Regulations 66 and 111 of Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

(c) Regulation 66 of Table A shall be read and construed as if the last sentence were omitted there from.

DISQUALIFICATION OF DIRECTORS

21. Regulation 81 of Table A shall not apply to the Company. The office of Director shall be vacated if the Director:

- (a) resigns his office by notice in writing to the Company, deposited at its registered office; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

(d) becomes of unsound mind; or

(e) ceases to be a director by virtue of Section 291 or 293 of the Act; or

(f) is removed from office in accordance with the provisions of Article 17(d).

Regulation 111 of Table A shall be modified in accordance with Article 21(a) above.

GRATUITIES AND PENSIONS

22. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

23. (a) Regulation 88 of Table A shall be read and construed as if the third sentence were omitted there from.

(b) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way 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 resolutions 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.

(c) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

24. All or any of the Directors or of the members of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

NOTICES

25. (a) Regulation 112 of Table A shall be read and construed as if the third sentence were omitted there from.

(b) Regulation 115 of Table A shall not apply to the Company.

(c) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given provided that, if the Company is aware of the failure in delivery of an electronic communication, it makes two subsequent attempts to remedy the situation, before reverting to sending a hard copy of the communication by mail to the recipient's last known postal address. A notice given by post shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. A notice given by electronic communication shall be deemed to be given at the expiration of 48 hours after despatch of the electronic communication notwithstanding the company may be aware of the failure of the first or subsequent attempts to deliver the electronic communication.

(d) Regulation 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted there from.

INDEMNITY

26. (a) Subject to the provisions of and so far as may be permitted by law, every Director, Secretary or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director, Secretary or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, Secretary, officer, employee or agent of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Regulation 118 of Table A shall not apply to the Company.

THE SEAL

27. (a) If the Company has a seal it 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. Regulation 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

SINGLE MEMBER COMPANY


28. If at any time, and for so long as, the Company has a single member all provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

WINDING UP

29. In Regulation 117 of Table A shall be inserted before the words "determine how such division" the words "with the like sanction".

NAME AND ADDRESS OF SUBSCRIBER


BHD Nominees Limited
Alder Castle
10 Noble Street
London, EC2V 7QJ


for and on behalf of BHD
Nominees Limited

Name:

Title:

WITNESS to the above signature:


Name: GILES HAWKINS
Title: PARALEGAL
Address: 201 VARSITY, DRIVE
TWICKENHAM, TW1 1PZ

DATED the 12 day of July 2001