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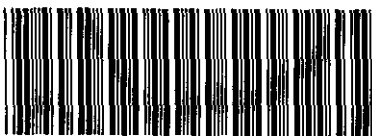
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4265494

The Registrar of Companies for England and Wales hereby certifies that
DMWSL 348 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 6th August 2001



N04265494L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

HC007B

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

DMWSL 348 LIMITED

I, **MARTIN JAMES MCNAIR**

of **ROYAL LONDON HOUSE, 22/25 FINSBURY SQUARE,
LONDON, EC2A 1DX**

† 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 **ROYAL LONDON HOUSE, 22/25 FINSBURY SQUARE,
LONDON, EC2A 1DX**

Day Month Year

On **03 08 2001**

① Please print name.

before me ①

Signed

Date

8/3/2001

~~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 and Exchange of the person Companies House should contact if there is any query.

**JILL PHILLIPS
DICKSON MINTO WS
ROYAL LONDON HOUSE, 22/25 FINSBURY SQUARE,
LONDON, EC2A 1DX (D021/018)
348.1fd Tel 020 7628 4455
DX number DX exchange**

C



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COMPANIES HOUSE

0538
04/08/01

Laserform International 12/99

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
or companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
or companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

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Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

DMWSL 348 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

ROYAL LONDON HOUSE, 22/25 FINSBURY SQUARE,

Post town LONDON

County / Region

Postcode EC2A 1DX

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 DICKSON MINTO WS

Address ROYAL LONDON HOUSE, 22/25 FINSBURY SQUARE

Post town LONDON

County / Region

Postcode EC2A 1DX

Number of continuation sheets attached

10

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.

JILL PHILLIPS
DICKSON MINTO WS
ROYAL LONDON HOUSE, 22/25 FINSBURY SQUARE,
LONDON, EC2A 1DX (D021/18)
348.1fd Tel 020 7628 4455
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

Company Secretary (see notes 1-5)

Company name DMWSL 348 LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

DM COMPANY SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address*Usual residential address*

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

11 WALKER STREET

Post town

EDINBURGH

County / Region

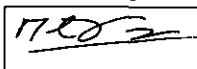
Postcode

EH3 7NE

Country

SCOTLAND

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

Consent signature (Director: DM Company Services Ltd)

Date

3/8/01

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

25 NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address*Usual residential address*

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

ROYAL LONDON HOUSE, 22/25 FINSBURY SQUARE,

Post town

LONDON

County / Region

Postcode

EC2A 1DX

Country

ENGLAND

Day Month Year

Date of birth

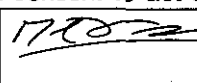
Nationality

Business occupation

Other directorships

SEE PAPER APART

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

Consent signature (Director: 25 Nominees Ltd)

Date

3/8/01

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title		*Honours etc							
	Forename(s)									
	Surname									
	Previous forename(s)									
	Previous surname(s)									
	Address									
<i>Usual residential address</i>										
For a corporation, give the registered or principal office address.	Post town									
	County / Region		Postcode							
	Country									
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td> </td><td> </td><td> </td></tr></table>	Day	Month	Year				Nationality	
Day	Month	Year								
	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***Dick Thoms W.S.***Date***3/8/01***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**

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.

**25 NOMINEES LIMITED
OTHER DIRECTORSHIPS**

Current Directorships
DMWSL 341 Limited (company number 04255727)
DMWSL 342 Limited (company number 04255732)
DMWSL 343 Limited (company number 04255735)
DMWSL 344 Limited (company number 04255739)
DMWSL 345 Limited (company number 04255743)
DMWSL 346 Limited (company number 04255745)
DMWSL 331 Limited (company number 04113280)
DMWSL 327 Limited (company number 04113304)
DMWSL 325 Limited (company number 04079455)
DMWSL 323 Limited (company number 04079458)
Arredo Italia Limited (company number 04220310)
DMWSL 338 Limited (company number 04220483)
The Restaurant People Group Limited (company number 04220541)
The Waterproofing Group Subsidiary Two Limited (company number 04220489)
The Waterproofing Group Subsidiary One Limited (company number 04220479)
The Waterproofing Group Limited (company number 04220559)

Past Directorships	Date of Resignation
A&P Group Holdings Limited (company number 03447260)	18/12/1997
Alexander Forbes Media Services Limited (company number 03589310)	03/09/1998
Alexander Forbes Trustees Limited (company number 03881712)	18/11/1999

Past Directorships	Date of Resignation
Alexander Forbes UK Direct Limited (company number 03886401)	21/12/1999
Altai Europe Limited (company number 03804850)	01/11/1999
Ambion Brick Company Limited (company number 03295740)	07/02/1997
Antler Group Limited (company number 03664814)	09/07/1999
Avecia 10 Limited (company number 03730791)	05/05/1999
Avecia Limited (company number 03730853)	05/05/1999
Baldowrie Limited (company number 03338679)	22/04/1997
Biggleswick Limited (company number 03349880)	30/09/1997
Bison Limited (company number 03349815)	25/09/1997
Blytheswood Town House Hotel Limited (company number 04113283)	22/5/2001
Brauer Coley Limited (company number 03522278)	16/04/1998
Brauer Limited (company number 03173071)	19/02/1997
British Aluminium Limited (company number 03981390)	19/06/2000
British Aluminium Speciality Extrusions and Tubes Limited (company number 03981395)	19/06/2000
British United Shoe Machinery Co. Limited (company number 03295757)	08/04/1997
British United Shoe Machinery Limited (company number 04079445)	06/11/2000

Past Directorships	Date of Resignation
Broncroft Holdings Limited (company number 03944040)	04/07/2000
Cadet Six Limited (company number 03522121)	25/02/1999
Carry Systems Limited (company number 03884875)	29/02/2000
Charterhouse Capital Limited (company number 04220424)	15/6/2001
Charterhouse Capital Partners Limited (company number 04113306)	26/04/2001
Chessington World of Adventures Limited (company number 03667104)	23/03/1999
Close Brothers Growth Capital Limited (company number 03884890)	02/06/2000
Cobalt Customer Solutions Limited (company number 03589104)	14/07/1998
Dacon Construction Limited (company number 03804844)	30/11/1999
Dairy Way Residents Company Limited (company number 03295742)	03/02/1997
Diamond Healthcare (1) Limited (company number 04026079)	24/08/2000
Diamond Healthcare (2) Limited (company number 04026992)	24/08/2000
Diamond Healthcare (4) Limited (company number 04026986)	30/08/2000
Display Solutions International Limited (company number 03664782)	01/04/1999
DMWSL 207 Limited (company number 03447223)	14/11/1997
DMWSL 220 PLC (company number 03475444)	12/12/1997

Past Directorships	Date of Resignation
DMWSL 224 Limited (company number 03501627)	01/04/1998
DMWSL 228 Limited (company number 03521809)	20/05/1998
DMWSL 266 Limited (company number 03767102)	11/06/1999
DMWSL 272 Limited (company number 03804557)	30/09/1999
DMWSL 301 Limited (company number 03981334)	06/06/2000
DMWSL 320 Limited (company number 04026970)	04/12/2000
DMWSL 328 Limited (company number 04113296)	18/5/2001
DMWSL 329 Limited (company number 04113293)	18/5/2001
Edoli Limited (company number 03447247)	25/11/1997
EOS Risq Finance Limited (company number 03884866)	28/02/2000
Euro Players Limited (company number 03589109)	05/01/1999
Europe By Net Limited (company number 03981356)	03/07/2000
European Capital Ventures plc (company number 04082316)	14/11/2000
Eurosourceline (UK) Limited (company number 04027001)	21/5/2001
Ferrograph ESOP Trustee Limited (company number 03664801)	01/04/1999
First Security Group Limited (company number 03501642)	02/04/1998
Food Partners Limited	07/09/1999

Past Directorships	Date of Resignation
(company number 03804549)	
FPT (UK) Limited (company number 03473330)	30/01/1998
FPT International Limited (company number 03472587)	16/03/1998
FSS Group Limited (company number 03767125)	14/05/1999
G2 Estates Limited (company number 03767120)	19/05/1999
Global People Network Limited (company number 03884885)	27/03/2000
Harvester Limited (company number 03447229)	12/12/1997
Highcross (Aberdeen) Limited (company number 03472581)	23/02/1998
Highcross (Prospect Point) Limited (company number 03589251)	20/08/1998
Highcross (Stemford) Limited (company number 03501618)	27/02/1998
Highcross Airdrie Limited (company number 03981405)	26/05/2000
Highcross Scotland Limited (company number 03472578)	23/02/1998
Highcross West Scotland Limited (company number 03804532)	01/12/1999
HMC Wheels & Castors Limited (company number 03173066)	19/02/1997
Holborn Public Relations Limited (company number 03472319)	03/12/1997
LBT Services Limited (company number 03589313)	23/10/1998
LGL Manufacturing Services Limited (company number 04027003)	19/07/2000

Past Directorships	Date of Resignation
Live TV Library Sales Limited (company number 03804554)	30/11/1999
Luxfer Group 2000 Limited (company number 04027006)	27/07/2000
Luxfer Group Limited (company number 03944037)	19/06/2000
Luxfer Holdings PLC (company number 03690830)	01/04/1999
Mantisflow Group Limited (company number 03944057)	03/04/2000
Mantisflow Holdings Limited (company number 03943514)	03/04/2000
Maplin Electronics (Holdings) Limited (company number 04220419)	13/6/2001
Match Group PLC (company number 03767093)	17/06/1999
Match Holdings Limited (company number 03767207)	17/06/1999
Mecom UK Management Company Limited (company number 03804521)	06/03/2000
Miller Birch Limited (company number 04026982)	09/10/2000
Montessori Centre International Limited (company number 03622490)	30/11/1998
MRW Technologies Limited (company number 03473633)	23/01/1998
Netengines International Limited (company number 03978803)	02/05/2000
Netengines International Limited (company number 03978803)	02/05/2000
Netengines Systems Limited (company number 03978794)	02/05/2000

Past Directorships	Date of Resignation
Netengines Worldwide Limited (company number 03978796)	02/05/2000
Netengines Worldwide Limited (company number 03978796)	02/05/2000
Netengines.com Limited (company number 03978794)	02/05/2000
New World Payphones Holdings (Germany) Limited (company number 03525594)	17/08/1998
NWP Communications Limited (company number 03349829)	18/09/1997
Online Strategy and Solutions Limited (company number 03664792)	13/04/1999
Opengate ESOP Trustee Limited (company number 03220597)	12/12/1996
Orion ESOP Trustee Limited (company number 03349821)	05/08/1997
Orion Group Limited (company number 03349850)	13/08/1997
Orion Retail Services Limited (company number 03521813)	10/06/1998
P.F.K. London Services Limited (company number 03447236)	13/02/1998
PHD (Canning House) Limited (company number 03664773)	03/03/1999
PHS Group plc (company number 03805412)	08/07/1999
PHS Holdings Limited (company number 03805434)	08/07/1999
Pollyconcept U.K. (company number 03981351)	11/07/2000
Prestige Brands (UK) Limited (company number 03944055)	30/03/2000

Past Directorships	Date of Resignation
Prestoplan Purpose Built Limited (company number 03521811)	30/04/1998
Quayside at Lomond Shores Limited (company number 03804541)	17/08/1999
Refresh Group Limited (company number 03981399)	05/06/2000
Rose Forgrove Limited (company number 03501984)	27/02/1998
Saltire Holdings Limited (company number 03944024)	11/04/2000
Saltire Nominee Company Limited (company number 03944033)	11/04/2000
Sitex Group Holdings Limited (company number 03339001)	27/06/1997
Somerfield ESOP Trustee Limited (company number 03220865)	10/07/1996
Somerfield Quest Limited (company number 03622511)	02/11/1998
Sportmarketplace.com Limited (company number 03886387)	17/12/1999
TDLI.com Limited (company number 03667092)	21/01/1999
Texon International plc (company number 03447210)	20/11/1997
The English Garden Collection Limited (company number 03295750)	04/08/1997
The Glasshouse Hotel Limited (company number 04079450)	06/11/2000
The Laybond Group Limited (company number 04026996)	25/09/2000
The M W Group Limited (company number 03622514)	12/10/1998
The Risk Advisory Group Limited	03/11/1997

Past Directorships	Date of Resignation
(company number 03447271)	
The Tussauds Group Limited (company number 03623056)	11/10/1998
Tree Court Advisers Limited (company number 03667096)	23/03/1999
Tussauds Holdings Limited (company number 03622835)	11/10/1998
Tussauds Hotels Limited (company number 03730792)	25/03/1999
Tussauds Intermediate Holdings Limited (company number 03667099)	23/03/1999
Tweed Investments Limited (company number 04079432)	07/03/2001
UK Aluminium Holdings Limited (company number 03981366)	30/06/2000
UKG Speciality Products Limited (company number 03220599)	09/01/1997
USM Continental Limited (company number 03886369)	15/12/1999
USM Europe Limited (company number 03886377)	15/12/1999
USM Group Holdings Limited (company number 03473337)	23/12/1997
USM Group Limited (company number 03338349)	15/07/1997
USM International Limited (company number 03296233)	11/03/1997
USMGROUP.com Limited (company number 03804830)	01/10/1999
Vertis Communications Services Limited (company number 03589594)	14/07/1998
Vertis Fulfilment Services Limited (company number 03589104)	14/07/1998

Past Directorships	Date of Resignation
Voteco Director Limited (company number 03220588)	13/11/1996
Warwick Castle Limited (company number 03667101)	23/03/1999
Watsonwhen Limited (company number 03767218)	06/07/1999
Watsonwhen.com Limited (company number 03981371)	12/07/2000
Wright Machinery Limited (company number 03501819)	27/02/1998

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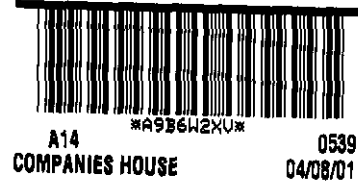
THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DMWSL 348 LIMITED



- I. The name of the Company is "DMWSL 348 Limited".
- II. The Registered Office of the Company will be situate in England and Wales.
- III. The objects for which the Company is established are:
- (1) (a) To promote, establish, develop and carry on any business, activity or trade whatsoever and to do anything of any nature which in the opinion of the Company or its Directors is or may be capable of being conveniently carried on or done in connection with the business of the Company or which might directly or indirectly enhance the value of or render more profitable all or any part of the Company's undertaking, property, rights or assets or which might otherwise advance the interests of the Company or of its members.
 - (b) To carry on business as a general commercial company and to do anything of a nature which in the opinion of the Company or its Directors is or may be capable of being conveniently carried on or done in connection with the business of the Company or which might directly or indirectly enhance the value of or render more profitable all or any part of the Company's undertaking, property, rights or assets or which might otherwise advance the interests of the Company or of its members.
- (2) To purchase, take on lease or in exchange, hire or otherwise acquire and hold real or personal, moveable or immovable, property of every description and

wherever situate and any option, interest, licence, servitude, easement, right or privilege in or over such property which the Company or its Directors may think necessary or convenient for the purposes of its business or for investment or for the furtherance of its objects, and in particular but not limited to any land, buildings, apparatus, machinery, plant and stock-in-trade; and also to sell, feu, lease, let, exchange, surrender, mortgage, charge or otherwise dispose of or deal with or to occupy, factor, maintain, manage, control, work, alter, extend, equip, improve, exploit, develop, replace or turn to account in any manner or way any such property or to grant any option, interest, licence, servitude, easement, right or privilege in or over any such property.

- (3) To promote, establish, develop and carry on any other business or activity whatsoever and to do anything of any nature which in the opinion of the Company or its Directors is or may be capable of being conveniently carried on or done in connection with any business of the Company hereinbefore or hereinafter authorised, whether *ejusdem generis* therewith or not, or calculated as likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property, rights or assets or utilising its know-how or expertise or otherwise advancing the interests of the Company or of its members.
- (4) To purchase or acquire by exchange, subscription, application, promotion or otherwise and to hold and deal with in any manner or way any of the property following:
 - (a) all or any part of the undertaking, property, business or assets of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property which in the opinion of the Company or its Directors is suitable for any of the purposes of the Company; or any interest in any partnership or joint venture or joint-purse

arrangement or other arrangement regarding the sharing of profits or any union of interests with any such person, firm or company, and, as part of the consideration for any such acquisition, to undertake all or any of the transactions or liabilities of any person, firm or company, and to give or accept by way of consideration, for any of such acts or things or for any such undertaking, property, business, assets or interests acquired, any shares, stock, debentures, debenture stock or other securities which the Company has power to issue or partly in more than one of or in all of such modes and to acquire, hold, retain, sell, dispose of, charge, mortgage and deal with any shares, stock, debentures, debenture stock or other securities received;

- (b) the whole or any part of the shares, stock, debentures, debenture stock and other securities, units, participations or interests in or of any corporations, companies, associations, undertakings, or firms for the time being engaged, concerned or interested in any industry, trade or business of a type similar to any or all of those which the Company is empowered by this Memorandum of Association to carry on or which can conveniently be carried on in connection with any such business, trade or industry as aforesaid or the acquisition of which may seem to the Company or its Directors calculated directly or indirectly to benefit the Company or the interests of its members and to promote the beneficial co-operation of any such companies, associations or firms as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon;
- (c) plant, machinery, and personal, moveable, real and heritable property of all kinds; and

(d) patents, patent rights or inventions, know-how, copyrights, designs, trade marks or secret processes, including without prejudice to the generality of the foregoing to register, promote and advertise the same.

(5) To perform or do all or any of the following operations, acts or things:

(a) to enter into any arrangement with any government or authority, supreme, municipal, local or otherwise which may seem to the Company or its Directors conducive to the attainment of the Company's objects or any of them and to apply for, promote and obtain any legislation, order, charter, privilege, concession, licence, right, franchise or authorisation from any such government or authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which the Company or its Directors consider may be likely directly or indirectly to further the objects of the Company or the interests of its members, and to carry out, exercise and comply with the same and to oppose any proceedings or applications or the like which the Company or its Directors consider may be directly or indirectly prejudicial to the interests of the Company or its members;

(b) to apply for, take out, obtain, purchase and otherwise acquire any grants, licences, concessions and the like conferring any exclusive or absolute or non-exclusive or limited right to use, or any secret processes or other information regarding, any invention or discovery which may seem to the Company or its Directors capable of being used for any of the purposes of the Company or the acquisition of which may seem likely to the Company or its

Directors directly or indirectly to benefit the Company or its

members and to carry on research and to acquire, use, maintain, exercise, develop, manufacture under, sell or otherwise dispose of, deal with or turn to account any such licences, concessions and the like and other information aforesaid;

- (c) to lend and advance money, to place money on current account or deposit and to grant or provide credit and financial accommodation to any person, firm or company, including, without limitation, any clients of or other persons having dealings with the Company, or to agents acting for or representing the Company on such terms as may be thought fit and with or without security and to buy and sell foreign currency and to carry on the business of a banking, finance or insurance company;
- (d) to receive from any person, firm or company, including shareholders and Directors of the Company, money or securities, on deposit or loan, at interest or for safe custody or otherwise;
- (e) to borrow and raise money with or without security and, for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any building society and to accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit by the Company or its Directors and, in particular, by the granting or creating or the permitting to subsist of any mortgages, charges (whether fixed or floating), security rights, liens or encumbrances upon the undertaking of the Company and all or any of its real and personal, moveable and immovable property, (present and future) or by the granting or creating or the permitting to subsist of any mortgage, pledge or charge over all or any of the uncalled capital for the time being of the Company or by the creation and issue, at par or at a premium

or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, of bonds, debentures, debenture stock, perpetual, redeemable or repayable or otherwise or of other obligations or securities of the Company of any description;

- (f) to enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a mortgage, charge (whether fixed or floating), security right, lien or encumbrance upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company, the performance of any obligation, contract or liability or loss or cost or expense or the payment of any debt or sum including the principal amount thereof or any dividend, interest or premium on any stock, debenture, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company in business;
- (g) to accept, draw, issue, make, create, execute, discount, endorse, negotiate, and to buy, sell and deal in bank drafts, bills of exchange, promissory notes, debentures, bills of lading and other instruments and securities, whether negotiable, transferable or otherwise;

- (h) to enter into any partnership or any joint venture or any joint-purse arrangement or any profit-sharing arrangement and to co-operate or participate in any way with, and to assist or subsidise, any company, firm or person;
- (i) to establish, promote, organise, incorporate, reorganise, finance and to aid and assist, financially or otherwise, companies, corporations, syndicates, partnerships and associations of all kinds;
- (j) to carry on any business or branch of a business which the Company is authorised to carry on by means, or through the agency, of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable to the Company or its Directors with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business;
- (k) to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company;
- (l) to carry on the business of a holding company and to establish or promote any company or companies for the purpose of taking over, acquiring or working any of the property, rights and liabilities of the Company, or for the purpose of carrying on any business which the Company is authorised to carry on, or for any other purpose which may seem to the Company or its Directors directly or indirectly calculated to benefit or to advance the

objects or interests of the Company or the interests of its members, with power to assist such company or companies in every way, but especially by taking shares, stocks and securities thereof, providing capital and paying preliminary expenses;

- (m) to employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business to the business of the Company or in any other industry ancillary thereto or which can in the opinion of the Company or its Directors conveniently be carried on in connection therewith and to invest money of the Company in any investments and to carry on the business of a property company;
- (n) to act as directors, secretaries, managers, registrars or transfer agents or to appoint directors, secretaries, managers, registrars or transfer agents of any subsidiary company or of any company in which the Company is or may be interested or of any other company and to take part in the management, supervision and control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, managers, trustees, solicitors, accountants, actuaries, architects, valuers, surveyors or other experts or agents;
- (o) to pay all the expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company, and any other company promoted by the Company or any company in which the Company is or may contemplate being interested including in such expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company; and to procure the registration, recognition or

incorporation of the Company in or under the laws of any place outside England and Wales;

- (p) to issue and allot, credited as paid up in full or in part or otherwise, shares, debentures or other securities of the Company for cash or in payment or part payment for any heritable or moveable, real or personal property purchased or otherwise acquired by the Company or for any services rendered to the Company or in satisfaction of any obligation or liability undertaken or agreed to be undertaken by the Company or for any other purpose;
- (q) to give or pay any remuneration, brokerage, discount or other compensation or reward or expenses for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any shares or debentures or other securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund or trust promoters or managers, and of underwriters or dealers in securities and to act as trustees of any kind for any person, firm or company and to undertake and execute any trust;
- (r) to sell, exchange, transfer, let on rent, share of profit, royalty or otherwise, grant licences, servitudes, easements, options and other rights over and in any other manner deal with, turn to account, or dispose of all or any part of the undertaking, property and assets (present and future) of the Company whether real or personal, heritable or moveable, either together or in portions, for

any such consideration as may be thought fit by the Company or its Directors and in particular (without prejudice to the generality of the foregoing) for any shares, stock, debentures, debenture stock or other securities, whether fully or partly paid up, of any other company or partly in more than one of or in all of such modes of payment and to hold, retain, sell, dispose of, charge, mortgage and deal with any shares, stock, debentures, debenture stock or other securities received;

- (s) to establish, maintain, participate in and contribute to or to procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers and former officers) who are or shall have been at any time in the employment or service of the Company or of any company which at the time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of the predecessors of the Company in business or of any such other company as aforesaid or of the relations, wives, widows, families, connections or dependants of any such persons and for the benefit of any other persons whose service or services have directly or indirectly been of benefit to the Company and for the benefit of their relations, connections or dependants or any of them and to grant or procure the grant of donations, gratuities, pensions, allowances, including allowances on death, or other payments or benefits of any kind to any of such persons as aforesaid; and to establish, subsidise, subscribe to or support institutions, associations, clubs, schools,

funds or trusts calculated or considered to be for the benefit of any of such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or its members; and to make payments for or towards the insurance of any such persons as aforesaid;

- (t) (subject to the provisions of Sections 151 to 158 of the Companies Act 1985) to establish and contribute to any employees' share scheme (within the meaning of Section 743 of the Companies Act 1985) for the purchase or subscription by trustees of shares of the Company or of a holding company of the Company and to lend money to the Company's employees to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company; to establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital of the Company; to formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them; and to form or subscribe to any association, institution or fund for the protection of the interests of owners or employers by insurance against loss caused by bad debts, strikes, fire, accidents, war risks or otherwise;
- (u) to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company or any other company which is its holding company or subsidiary;
- (v) to pay, subscribe or guarantee money to or for any purpose which the Company or its Directors consider may be likely, directly or indirectly, to further the interests of the Company or of its

members or for any charitable, benevolent, national, educational, social, public, general or useful object or for any exhibition;

- (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 distribute among the members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any property or assets of the Company or any proceeds of sale or disposal thereof, and in particular shares, debentures or other securities of other companies belonging to the Company, or of which the Company may have the power to dispose, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (y) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, nominees, trustees or otherwise and either by or through agents, contractors, nominees, trustees, subsidiary companies or otherwise and either alone or in conjunction with others;
- (z) to do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them;

And it is hereby declared that, for the purposes of this clause, (A) "company" except where used in reference to the Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or resident in the United Kingdom or elsewhere, (B) "person" shall include any person acting in any capacity whatsoever and any company, corporation, association, syndicate or society as well as any other legal or natural person, (C) "subsidiary" and "holding

company" shall be construed in accordance with Section 736 of the Companies Act, 1985, (D) "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, (E) "and" and "or" shall mean "and/or" where the context so permits, (F) "other" and "otherwise" shall not be construed *ejusdem generis* where a wider construction is possible, (G) reference to any Act of Parliament shall be deemed to include any statutory amendment or modification thereof, and (H) the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

IV. The liability of the members is limited.

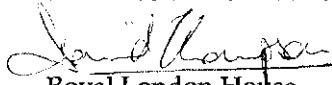
V. The share capital of the Company is £100 divided into 100 shares of £1 each, with power to increase the capital and the Company shall have power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names:

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
DM COMPANY SERVICES (LONDON) LIMITED Royal London House 22/25 Finsbury Square London EC2A 1DX	 (Director: DM Company Services (London) Ltd) 1
Total Shares Taken	1

Dated the 3rd day of August 2001.

WITNESS to the above Signatures:


 Royal London House
 22/25 Finsbury Square
 London
 EC2A 1DX

Trainee Solicitor

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
DMWSL 348 LIMITED

CONSTITUTION

1. The Company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 (hereinafter referred to as "the Act") in accordance with and subject to the provisions of the Act and of the Memorandum of Association of the Company and of the Regulations contained in Table A, set out in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052 (hereinafter referred to as "Table A") with the exception of Regulations 2, 3, 5, 23, 24, 40, 41, 53, 64 to 69 (inclusive), 73 to 87 (inclusive), 93 and 118 of Table A, and of any other Regulations which are inconsistent with the additions and modifications hereinafter set forth.

SHARE CAPITAL

2. The share capital of the Company is £100 divided into 100 shares of £1 each.
3. (A) Any shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
(B) Subject to the provisions of the Act and of every other statute for the time being in force concerning companies and affecting the Company and to any direction to the contrary that may be given by ordinary resolution of the Company, all the unissued shares (including any redeemable shares) of the Company (whether forming part of the existing or any increased capital) shall be at the disposal of the Directors, who may offer, allot, issue, grant options or rights over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions and with such preferred, deferred or other special rights or restrictions whether in regard to

dividend, voting, return of capital or otherwise as the Directors may determine, but so that no shares shall be issued at a discount.

- (C) For the purposes of Section 80 of the Act, the Directors are authorised generally and unconditionally to allot without the authority of the Company in general meeting up to a maximum of £98 in nominal amount of relevant securities (as hereinafter defined) of the Company at any time or times from the date of incorporation of the Company until the date occurring five years after such date of incorporation. The aforesaid authority may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement. In this paragraph, references to the allotment of relevant securities shall be construed in accordance with Section 80 of the Act.

- (D) In accordance with Section 95 of the Act, sub-Section (1) of Section 89 of the Act shall be excluded from applying to the allotment of equity securities (as defined in Section 94 of the Act).

4. The Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. The Company shall however be entitled to register trustees as such in respect of any shares.

THE SEAL

5. In Regulation 1 of Table A the words "the common seal of the Company" shall be omitted and the words "any seal for the time being adopted by the Company as its common seal" shall be inserted after the words ""the Seal" means".

LIEN

6. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company" shall be inserted after the words "in respect of that share".

CALLS ON SHARES

7. In Regulation 12 of Table A the words "save in the case of a call deemed to have been made in terms of Regulation 16 which call shall be irrevocable." shall be inserted after the words "postponed in whole or in part".

FORFEITURE OF SHARES

8. In Regulation 15 of Table A the words "and all expenses that may have been incurred by the Company by reason of such non-payment" shall be inserted after the word "Act)" and after the words "payment of the interest".
9. In Regulation 18 of Table A the words "and expenses that may have been incurred by the Company by reason of such non-payment" shall be inserted after the words "may have accrued".

TRANSFER OF SHARES

- 10 (A) Subject to Article 10(B), 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.
- (B) Notwithstanding anything else contained in these Articles, the Company and the Directors shall be bound to register a transfer of any share in the Company, the transfer of which is required by any person pursuant to such a person's proper enforcement of security granted to such a person over such share.
- (C) Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares in writing in any usual or

common form or in any other form which the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee and the transferor shall remain the holder of the shares and as such a member of the Company until the name of the transferee is entered in the Register of Members in respect thereof.

GENERAL MEETINGS

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members present in person or by proxy or, if corporations, by representatives duly authorised shall be a quorum.
12. If a quorum is not present within half an hour of the time appointed for a general meeting the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
13. A resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed, or by their duly appointed attorneys or representatives, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their duly appointed attorneys or representatives and the signature in the case of a corporate body which is a member shall be sufficient if made by a director or the secretary thereof or by its duly appointed attorneys or representatives.
14. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, if a corporation, by any representative duly

authorised and entitled to vote. Regulation 46 of Table A shall be construed accordingly.

15. No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the Registered Office of the Company three clear days prior to such meeting.
16. A notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and Regulation 112 of Table A shall be construed accordingly.

DIRECTORS

17. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
18. Unless and until otherwise determined by ordinary resolution of the Company, the minimum number of Directors shall be one and there shall be no maximum number. A sole director shall have all the power and authority vested in "the Directors" in terms of these Articles of Association.
19. A Director shall not be required to hold shares of the Company in order to qualify for office as a Director, but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company or of any class of members of the Company.
20. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure as aforesaid a Director may vote in respect of any contract or proposed contract or arrangement in which he is interested and if he does so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract or arrangement shall come before the Directors for consideration and may retain for his

own absolute use and benefit all profits and advantages accruing to him therefrom.

For the purposes of this Article:

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

21. The Directors may dispense with the keeping of attendance records for meetings of the Directors or committees of the Directors. Regulation 100 of Table A shall be modified accordingly.

22. The office of a Director shall be vacated:

- (a) if he becomes bankrupt or suspends payment of or compounds with his creditors;
- (b) if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise *incapax*;
- (c) if (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company he resigns his office;
- (d) if he is prohibited by law from being a Director or ceases to be a Director by virtue of the Act or any statutory modification or re-enactment thereof;
- (e) if he is removed from office by notice in writing signed by all his Co-Directors and served upon him;
- (f) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

23. The Directors shall have power at any time, and from time to time to appoint any person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors.
24. The ordinary remuneration of the Directors shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for such proportion of remuneration as relates to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may properly incur in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings of the Company or any class of members of the Company or otherwise in or about the business of the Company. In the event of any Director necessarily performing or rendering any special duties or services to the Company outside his ordinary duties as a Director the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.
25. The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Deputy or Assistant Managing Director, Manager or any other salaried office) for such period and on such terms and conditions as they shall think fit, and subject to the terms and conditions of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms and conditions of any such agreement the appointment of any Director as aforesaid shall be ipso facto determined if he ceases from any cause to be a Director. Regulation 72 of Table A shall extend to the posts of Deputy or Assistant Managing Director or Manager aforesaid.
26. A Managing Director, Deputy or Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of

salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine.

27. The Directors on behalf of the Company and without the approval of any resolution of the Company may establish, maintain, participate in and contribute to, or procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers and former officers) who are or shall have been at any time in the employment or service of the Company or of any company which at the time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company (as defined in Section 736 of the Act) or otherwise associated with the Company or of the predecessors of the Company in business or of any such other company as aforesaid, or for the benefit of the relations, wives, widows, families, connections or dependants of any such persons or for the benefit of any other persons whose service or services have directly or indirectly been of benefit to the Company and their relations, connections or dependants, and the Directors on behalf of the Company and without the approval of any resolution of the Company may grant or procure the grant of donations, gratuities, pensions, allowances, including allowances on death, or other payments or benefits of any kind to any of such persons as aforesaid; and the Directors on behalf of the Company and without the approval of any resolution of the Company may establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts calculated or considered to be for the benefit of any of such persons as aforesaid or otherwise for the advancement of the interests and well-being of the Company or of any such other company as aforesaid or its members; and the Directors on behalf of the Company and without the approval of any resolution of the Company may make payments for or towards the insurance of any of such persons as aforesaid. Any such Director or ex-Director may participate in and retain for his own benefit any such donation, gratuity, pension, allowance, payment or other benefit

conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.

28. The Directors on behalf of the Company and without the approval of any resolution of the Company (but subject to the provisions of Sections 151 to 158 of the Act) may establish and contribute to any employees' share scheme (within the meaning of Section 743 of the Act) for the purchase or subscription by trustees of shares of the Company or of a holding company of the Company and may lend money to the Company's employees to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company; and may establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital of the Company; and may formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them. Any Director may participate in and retain for his own benefit any such shares, profit or other benefit conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.
29. The Directors shall not be subject to retirement by rotation and accordingly all references in Table A to retirement by rotation shall be disregarded.
30. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors.
31. A meeting of the Directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Subject to the Acts, all

business transacted in such manner by the board or a committee of the board shall for the purposes of these Articles be deemed to be validly and effectively transacted at a meeting of the board or a committee notwithstanding that fewer than two directors or alternate directors are physically present at the same place. 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. The word "meeting" in these Articles shall be construed accordingly.

BORROWING AND OTHER POWERS

32. The Directors may exercise all the powers of the Company without limit as to amount to borrow and raise money and to accept money on deposit and to grant any security, mortgage, charge or discharge as they may consider fit for any debt or obligation of the Company or which is binding on the Company in any manner or way in which the Company is empowered so to grant and similarly as they may consider fit to enter into any guarantee, contract of indemnity or suretyship in any manner or way in which the Company is empowered so to enter into.

ALTERNATE DIRECTORS

33. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. If such alternate Director is not another Director, such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.
- (B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any general meeting at which the Director is re-elected being for such purpose disregarded).
- (C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is

not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability, an alternate Director's signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). An alternate Director shall not (save as aforesaid) have power to act as a Director or be deemed to be a Director for the purposes of these Articles.

- (D) An alternate Director may be repaid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such proportion (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.

INDEMNITY

34. Every Director or officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution or discharge 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 which the charge is found not proven or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution or discharge 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.

OVER-RIDING PROVISIONS

35. In the event that any person alone or jointly with any other person, (hereinafter called "the Parent") shall be the holder of not less than 90 per cent in nominal value of the issued shares of the Company as confer the right for the time being to attend and vote at general meetings of the Company, the following provisions (but without prejudice to the provisions of Sections 303 and 304 of the Act) shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:

- (a) the Parent may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed;
- (b) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent may by notice to the Company from time to time prescribe and any such restriction may be removed or varied in such regard and to such extent as the Parent may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the Parent or in the case of a company on its behalf by any one of its directors or by its secretary or by some other person duly authorised for the purpose. 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 of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

Names, Addresses and Descriptions of Subscribers

DM COMPANY SERVICES (LONDON) LIMITED
Royal London House
22/25 Finsbury Square
London
EC2A 1DX


(Director : DM Company
Services (London) Ltd)

Dated the 3rd day of August 2001.

WITNESS to the above Signatures:


Royal London House
22/25 Finsbury Square
London
EC2A 1DX

Trainee Solicitor