

FILE COPY



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

Company No. 4320977

The Registrar of Companies for England and Wales hereby certifies that
TEMPLECO 554 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 12th November 2001



N04320977J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Please complete in typescript, or in bold black capitals.

CHWP007

Declaration on application for registration

Company Name in full

TEMPLECO 554 LIMITED

I, **MICHELLE O'NEILL FOR TEMPLE SECRETARIAL LIMITED**
of **16 OLD BAILEY, LONDON EC4M 7EG**

† 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

M O'Neill

Declared at **GOULDENS, 10 OLD BAILEY, LONDON EC4M 7NG**

Day Month Year

On **08 11 2001**

① Please print name.

before me ^①

SIMON PAUL THOMAS

Signed

S Thomas

Date

08/11/01

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.

TEMPLECO CORPORATE SERVICES

16 OLD BAILEY, LONDON EC4M 7EG

Tel **020 7597 6427**

DX number **160**

DX exchange **LDN/CHANCERY LA**

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



A03
COMPANIES HOUSE

0016
10/11/01

Form revised June 1998

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Please complete in typescript,
or in bold black capitals.

CHFP010.

Notes on completion appear on final page

Company Name in full

First directors and secretary and intended situation of registered office

TEMPLECO 554 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

16 OLD BAILEY	
LONDON	
	Postcode EC4M 7EG

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

<input type="checkbox"/>	

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.

TEMPLECO CORPORATE SERVICES	
16 OLD BAILEY, LONDON EC4M 7EG	
Tel 0207 597 6146	
DX number 160	DX exchange CHANCERY LANE



A03 *AGSTR5N7* 0014
COMPANIES HOUSE 10/11/01

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Companies House, Crown Way, Cardiff, CF14 3UZ

for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 33050 Cardiff

DX 235 Edinburgh

Company Secretary (See notes 1-5)Company name **TEMPLECO 554 LIMITED**

Name * Style / Title

* Honours etc

* Voluntary details.

Forename(s)

Surname

TEMPLE SECRETARIAL LIMITED

Previous forename(s)

Previous surname(s)

Address**16 OLD BAILEY****Usual residential address**

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

Post town

LONDON

County / Region

Postcode **EC4M 7EG**

Country

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

Consent signature**Date****8-11-01****Directors** (see notes 1-5)

Please list directors in alphabetical order

For and on behalf of Temple Secretarial Limited

Name * Style / Title

* Honours etc

Forename(s)

Surname

TEMPLE DIRECT LIMITED

Previous forename(s)

Previous surname(s)

Address**16 OLD BAILEY****Usual residential address**

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

Post town

LONDON

County / Region

Postcode **EC4M 7EG**

Country

Day Month Year

Date of Birth**Nationality****Business occupation****Other directorships**

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

Consent signature**Date****8-11-01****For and on behalf of Temple Direct Limited**

Directors (continued) (see notes 1-5)

* Voluntary details.	Name	* Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>
		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	Day	Month	Year	Nationality <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

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

Signed

Date

For and on behalf of Temple Secretarial Limited

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

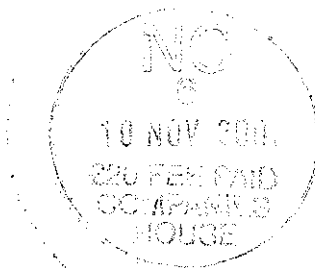
Date

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010403



Company No:

THE COMPANIES ACT 1985
('the Act')

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

OF

TEMPLECO 554 LIMITED

1. The Company's name is Templeco 554 Limited
2. The Company's Registered Office is to be situated in England and Wales.
3.
 - 3.1 The object of the Company is to carry on business as a general commercial company.
 - 3.2 To the extent that any of the following are not included in clause 3.1 the Company shall have the following additional objects:
 - (a) to carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities in any companies for the time being engaged, concerned or interested in any industry, trade or business and to promote the beneficial co-operation of any such companies 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;

- (b) to purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privilege or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, farms, dairies, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company;
- (c) to borrow or raise or secure the payment of money in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other person or persons and to secure any debt, obligation or liability whatsoever by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company, to create 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, debentures, debenture stock or other securities of any description either permanent or redeemable or repayable, for the purposes of or in connection with the borrowing or raising of moneys by the Company to become a member of any building society, and also as security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly;
- (d) to receive money on deposit or loan upon such terms as the Company may approve;
- (e) to lend and advance money or give credit or financial accommodation in any manner on any terms and for any purposes whatsoever, whether with or without interest and whether or not supported by guarantee and/or security, to any person or company, including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by s 736 of the Act) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture and to the extent that the same is permitted by law, to give financial assistance by any means for the purpose of acquisition of shares in the Company or the Company's holding company for the time being;

- (f) to invest and deal with the moneys of the Company in such manner as the Company may from time to time decide and to hold or otherwise deal with any investments made;
- (g) to enter into any guarantee, bond, contract of indemnity, suretyship or joint obligation and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other company or companies and whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company;
- (h) to guarantee, support or secure by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner any debts, obligations or securities whatsoever, including (without limitation) those of any company which is for the time being the holding company or a subsidiary (both as defined by s 736 of the Act) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture;
- (i) to grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons, their dependants or connections, to make payments towards insurance including insurance for any director, officer or auditor against any liability as is referred to in s310(1) of the Act and to support or subscribe to any charity funds or institutions, the support of which may, in the opinion of the directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees;

- (j) to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (k) to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company carrying on or proposing to carry on any business within the objects of the Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company;
- (l) to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any firm or individual carrying on or proposing to carry on any business within the objects of this Company, and to guarantee the contracts or liabilities of such firm or individual, and to subsidise or otherwise assist any such firm or individual;
- (m) to establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company;
- (n) 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;
- (o) to amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or any controlling interest in the shares or stock of this or any such company, or by partnership, or any arrangement of the nature of partnership, or in any other manner;

- (p) 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 for any reason 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;
- (q) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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;
- (r) 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;
- (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 do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise;
- (u) to do all such things as are incidental or conducive to the above objects or any of them;

and it is hereby declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed not be in any

way limited by reference to 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 such paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £10,000 divided into 10,000 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached to classes of shares any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name.

**Name, Address and Description
Of Subscriber**

**Number of Shares taken
by subscriber**

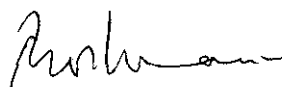
Temple Secretarial Limited

ONE

16 Old Bailey

London

EC4M 7EG



Director

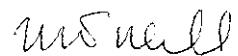
Authorised signatory on behalf of Temple
Secretarial Limited

TOTAL NUMBER OF SHARES TAKEN UP

ONE

Dated: 8 November 2001

Witness to the above Signatures:


MICHELLE O'NEILL

16 Old Bailey

London

EC4M 7EG

Company No:

THE COMPANIES ACT 1985
(‘the Act’)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TEMPLECO 554 LIMITED

1. PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) (**‘Table A’**) shall apply to the Company, save in so far as they are varied or excluded by these Articles. References in these Articles to numbered Regulations are references to Regulations in Table A.

2. SHARE CAPITAL

The share capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each.

3. ISSUE OF SHARES

- 3.1 Subject to the provisions of the Act, to the provisions of these Articles and to any resolution of the Company, for the purpose of s80 of the Act and all other purposes, the directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares, or any other relevant securities in the company, to such

persons, at such times and generally on such terms and conditions as they think proper provided that (in so far as the Company shall not have varied, renewed or revoked the said authority) the directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the relevant securities in issue exceeding, in nominal value, the amount of the authorised share capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the directors under this Article 3.1.

- 3.2 The period within which such authority may be exercised shall be limited to five years, commencing upon the incorporation of the Company.
- 3.3 Any shares in the Company for the time being unissued shall, before they are issued, be offered to the members in proportion to their existing holdings of shares as nearly as the circumstances admit. Such offer shall be made by notice specifying the number of shares offered and limited to a time within which the offer, if not accepted, will be deemed to be declined. After the expiration of such time or, if earlier, on the receipt of a notice from the person to whom the offer has been made that he declines to accept the shares offered, the directors may subject to these Articles dispose of the same in such manner as they think most beneficial to the Company.
- 3.4 S 89(1) and s 90(1) - (6) of the Act shall not apply to the Company.

4. TRANSFER AND TRANSMISSION OF SHARES

- 4.1 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and may be executed solely by or on behalf of the transferor, whether the share is fully paid or not. Regulation 23 shall be modified accordingly.
- 4.2 The directors may in their absolute discretion and without assigning any reason decline to register the transfer of a share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

5. **LIEN**

The Company shall have a first and paramount lien on every share in the Company, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all monies due to the Company, whether in respect of that share or not. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company.

6. **PROCEEDINGS AT GENERAL MEETINGS**

6.1 Unless otherwise determined by ordinary resolution, one person entitled to vote upon the business to be transacted shall be a quorum. Regulation 40 shall be modified accordingly.

6.2 If there is an equality of votes at any general meeting the chairman shall not have a second or casting vote.

7. **NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number shall be one. Regulation 64 shall be modified accordingly.

8. **APPOINTMENT AND REMOVAL OF DIRECTORS**

8.1 No director shall be required to retire by rotation, and Regulations 73-75 (inclusive), the second and third sentences of Regulation 79 and Regulation 80 shall not apply to the Company. All other references to retirement by rotation shall be deleted.

8.2 Regulations 76 and 77 (requirements on appointment of directors) shall not apply to the Company.

8.3 Without prejudice to the powers of the directors under Regulation 79, a member or members holding more than half in nominal amount of the issued share capital of the Company shall have power to appoint any person or persons as a director or directors,

either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed.

8.4 Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or by their duly appointed attorney or attorneys. Any such instrument may consist of several documents in the like form each signed or approved by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director of it or by a duly appointed representative) and shall take effect upon delivery to the registered office of the Company.

8.5 Regulation 81 shall apply with the addition of sub-clause (f) as follows:

“(f) he is removed from office pursuant to Article 8 of the articles of the company.”

9. PROCEEDINGS OF DIRECTORS

9.1 Any director may participate in a meeting of the directors by means of telephone or other means of communication whereby all persons participating in the meeting can speak to each other and hear each other speak. Participation in a meeting in this manner shall constitute presence in person at such meeting and be counted in a quorum accordingly.

9.2 If there is an equality of votes at any meeting of the directors, the chairman shall not have a second or casting vote. Regulation 88 shall be modified accordingly.

9.3 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall be one. Regulation 89 shall be modified accordingly.

10. DIRECTORS' INTERESTS

Any director who is in any way either directly or indirectly interested in an existing contract or arrangement or a proposed contract or arrangement with the Company who first declares the nature of his interest to a meeting of the directors may vote (and such vote shall be counted) at any meeting of directors or of a committee of directors in relation to any existing or proposed contract or arrangement in which he, or any person with whom he is for any purpose of the Act connected, is directly or indirectly interested. He may also be taken into account in ascertaining whether a quorum is present at any meeting of the directors or of a committee of the directors at

which any such contract or arrangement is proposed or considered. Regulation 94 shall be modified accordingly and Regulations 95 and 97 shall not apply to the Company.

11. **BORROWING POWERS**

The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part of them, and, subject to s 80 of the Act, to issue debentures, debenture stock or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

12. **INDEMNITY**

Every director, manager, the secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in his capacity as such officer:

- 12.1 in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted; or
 - 12.2 In connection with any application under s 144(2) or (3) of the Act (acquisition of shares by innocent nominee) or s 727 of the Act (general power to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the court.
- Regulation 118 shall be modified accordingly.

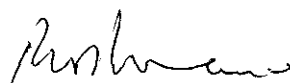
NAME, ADDRESSE AND DESCRIPTION OF SUBSCRIBER

Temple Secretarial Limited

16 Old Bailey

London

EC4M 7EG



Director

Authorised signatory on behalf of
Temple Secretarial Limited

Dated 8 November 2001

WITNESS to the above Signatures:



16 Old Bailey

London

EC4M 7EG