

FILE COPY



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

Company No. 4331447

The Registrar of Companies for England and Wales hereby certifies that  
PARAMOUNT HEALTHCARE (UK) 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 29th November 2001



\*N04331447D\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHFP010.

**Company Name in full**

PARAMOUNT HEALTHCARE (UK) LIMITED

I, PETER ANTHONY VEVERS

of 35 NEW CLOSE ROAD, NAB WOOD, SHIPLEY, BD18 4AU.

† 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**

*P.A. VEVERS*

Declared at

*Cleckheaton West Yorkshire*

Day Month Year

on

*27 11 2001*

● Please print name

● before me

*PETER J. WILLIAMS*

**Signed**

*P.A. VEVERS*

Date *27/11/01*

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.

MR P.A. VEVERS, UNIT 19, MOORLANDS BUSINESS PARK,

BALME ROAD, CLECKHEATON, BD19 4EZ.

Tel 01274-593930

DX number

DX exchange



A02 \*AU131651\* 0759  
COMPANIES HOUSE 28/11/01

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**

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

PARAMOUNT HEALTHCARE (UK) LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

4 CASTLE MEWS,
NORTH FINCHLEY,
LONDON,
Postcode N12 9EH

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

<input type="checkbox"/>	

Number of continuation sheets attached

2
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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.

MR P.A. VEVERS, UNIT 19, MOORLANDS BUSINESS PARK,
BALME ROAD, CLECKHEATON, BD19 4EZ.
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DX number                      DX exchange



A02 \*AU13H650\* 0760  
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**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

**Company Secretary** (See notes 1-5)

Company name		PARAMOUNT HEALTHCARE (UK) LIMITED	
Name	* Style / Title	MR	* Honours etc FCIS
	* Voluntary details.		
Forename(s)		PETER ANTHONY	
Surname		VEVERS	
Previous forename(s)			
Previous surname(s)			
Address		35 NEW CLOSE ROAD,	
Usual residential address		NAB WOOD,	
For a corporation, give the registered or principal office address.		Post town	SHIPLEY
County / Region			Postcode BD18 4AU
Country			

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

**Consent signature**

P.A. VEVERS

**Date**

27.11.01

**Directors** (see notes 1-5)

Please list directors in alphabetical order

Name	* Style / Title	MR	* Honours etc	
	* Voluntary details.			
Forename(s)		CARL RICHARD		
Surname		HUGHES		
Previous forename(s)				
Previous surname(s)				
Address		2 TIXALL COURT		
Usual residential address				
For a corporation, give the registered or principal office address.		Post town	TIXALL	
County / Region		STAFFORDSHIRE	Postcode	ST18 OXN
Country				

Day Month Year

**Date of Birth**

2 0 0 6 1 9 6 7

**Nationality**

BRITISH

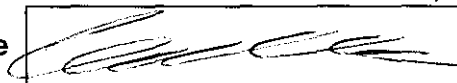
**Business occupation**

COMPANY DIRECTOR

**Other directorships**

SEE ATTACHED LIST

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

**Consent signature****Date**

27.11.01

**Directors** (continued) (see notes 1-5)

* Voluntary details.	<b>Name</b>	* Style / Title		* Honours etc	
		Forename(s)			
		Surname			
		Previous forename(s)			
		Previous surname(s)			
	<b>Address</b>				
	<b>Usual residential address</b>				
	For a corporation, give the registered or principal office address.	Post town			
		County / Region	Postcode		
		Country			
		Day	Month	Year	
	<b>Date of Birth</b>				<b>Nationality</b>
	<b>Business occupation</b>				
	<b>Other directorships</b>				
		I consent to act as director of the company named on page 1			
	<b>Consent signature</b>		<b>Date</b>		

This section must be signed  
by Either  
an agent on behalf of all  
subscribers

<b>Signed</b>		<b>Date</b>	
---------------	--	-------------	--

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

<b>Signed</b>	P.A. Ververs	<b>Date</b>	27.11.01
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	

# CARL RICHARD HUGHES

## Directorships Report

### Person Details

Name: **CARL RICHARD HUGHES**  
QuickRef: CRH  
Occupation: Company Director  
Nationality: British  
Date of Birth: 20/06/1967

### Addresses

Home	Work
2 TIXALL COURT TIXALL STAFFS ST18 0XN	

### Directorships

Company Name	O/S	Appointed
ALLIED CARE CORPORATION ONE LIMITED		18/10/2000
ALLIED CARE CORPORATION THREE LIMITED		18/10/2000
ALLIED CARE CORPORATION TWO LIMITED		18/10/2000
APEX CARE CORPORATION ONE LIMITED		19/10/2000
ATTORNEY GENERAL HOLDINGS LIMITED		24/01/2001
BARCLAYS INVESTMENT(UK) LIMITED		07/03/2001
EUROPEAN PROPERTY INVESTMENT FUND LIMITED		07/03/2001
GB PROPERTY INVESTMENT FUND LIMITED		05/09/2001
HALEMERE DESIGNS LIMITED		09/03/2000
HARVARD HEALTH CARE CORPORATION ONE LIMITED		21/02/2001
HARVARD HEALTH CARE CORPORATION THREE LIMITED		22/02/2001
HARVARD HEALTH CARE CORPORATION TWO LIMITED		21/02/2001
HARVARD HEALTHCARE ONE LIMITED		29/11/2000
HARVARD HEALTHCARE TWO LIMITED		29/11/2000
HOME SERVICES BUILDING CARE LIMITED		19/10/2000
OMEGA REAL ESTATE LIMITED		29/11/2000
OMEGA REALTY (USA) LIMITED		26/01/2001
R N H P LIMITED		20/10/2000
REGAL SUN HEALTHCARE PLC		18/12/2000
UK PROPERTY INVESTMENT FUND LIMITED		07/03/2001

### Past Directorships

Company Name	O/S	Appointed	Resigned
ABSOLUTE CARE CORPORATION LIMITED		21/02/2001	16/05/2001
ASTORIA PARK (UK) LIMITED		29/12/2000	16/05/2001
BARROWHILL HALL (UK) LIMITED		19/10/2000	16/05/2001
BEECH GROVE (UK) LIMITED		29/12/2000	16/05/2001
BRUNEL COURT (UK) LIMITED		29/12/2000	16/05/2001
CHURCH VIEW (UK) LIMITED		29/12/2000	16/05/2001
GELLI SEREN (UK) LIMITED		29/12/2000	16/05/2001
HARRIETS (UK) LIMITED		29/12/2000	16/05/2001
HOMELEIGH (UK) LIMITED		19/10/2000	16/05/2001
HYLTON VIEW (UK) LIMITED		29/12/2000	16/05/2001
LONG MEADOW (UK) LIMITED		29/12/2000	16/05/2001
LOWGATE NURS REST (UK) LIMITED		29/12/2000	16/05/2001
MID BUCKS (UK) LIMITED		29/12/2000	16/05/2001
NASH LEE (UK) LIMITED		29/12/2000	16/05/2001
OMEGA REAL ESTATE (UK) LIMITED		21/02/2001	16/05/2001
SPRINGFIELD PARK (UK) LIMITED		29/12/2000	16/05/2001

# CARL RICHARD HUGHES

## Directorships Report

Company Name	O/S	Appointed	Resigned
STEPHENSON COURT (UK) LIMITED		29/12/2000	16/05/2001
THE LODGE (UK) LIMITED		29/12/2000	16/05/2001
TY MAWR PARK (UK) LIMITED		29/12/2000	16/05/2001
VALLEY VIEW (UK) LIMITED		29/12/2000	16/05/2001

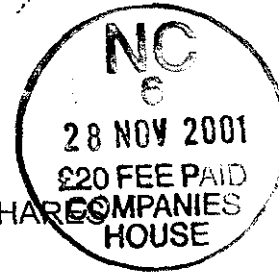
### Other Directorships

Company Name	O/S	Appointed
CRESCco MAIN LIMITED		29/11/2000
HALEMERE DESIGNS LIMITED		09/03/2000
HARVARD HEALTHCARE THREE LIMITED		29/11/2000
PRIORITY CATERING LIMITED		21/09/2000
RNH EIGHTEEN LIMITED		29/11/2000
RNH NINETEEN LIMITED		29/11/2000
RNH TWENTY LIMITED		29/11/2000
RNH TWENTY ONE LIMITED		29/11/2000

BARC  
100262

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES



013334

MEMORANDUM OF ASSOCIATION

OF



PARAMOUNT HEALTHCARE (UK) LIMITED

- 1 The Company's name is PARAMOUNT HEALTHCARE (UK) LIMITED.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
  - 3.1 To carry on business as a general commercial company.
  - 3.2 To carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to or which is calculated directly or indirectly to benefit or enhance the value or render more profitable any of the property, rights or businesses of the Company.
  - 3.3 To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property 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.
  - 3.4 To purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, copyrights, secret processes, trade marks,



designs, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire to propose to acquire.

- 3.5 To acquire or undertake the whole or any part of the business, goodwill, and assets of any persons, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 3.6 To improve, manage, cultivate, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.7 To invest and deal with the moneys of the company not immediately required upon such securities and in such manner as may from time to time be determined.
- 3.8 To lend or advance money or give credit to any persons, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers and others having dealings with the company and to give guarantees or

become security for any such persons firms or companies.

- 3.9 To borrow and raise money in any manner, as the Company shall think fit, and in particular by the issue of debentures or debenture stock and to guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method of the performance of any obligations or commitments of, and the repayment or payment of the principal amount of, and premiums, interest, dividends, and other monies payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations 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 holding company, as defined by Section 736 of the Companies Act 1985 or any re-enactment or amendment thereof, of the Company or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings, and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or as a business, activity or transaction by itself.
- 3.10 To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable instruments.
- 3.11 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any corporations, companies or persons, 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, corporation, company or person, any charters, contracts, decrees, rights, privileges, or concessions which the Company may think desirable and to carry out, exercise and comply with any such

charters, contracts, decrees, rights, privileges and concessions.

- 3.12 To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.
- 3.13 To promote any other company for the purpose of acquiring all or any of the property or undertaking or any of the liabilities of the company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all of any part of the shares or securities of any such company as aforesaid.
- 3.14 To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms, as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same.
- 3.15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- 3.16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment subject to the provisions of the Companies Act 1985 (or any statutory modification or re-enactment thereof) to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise.
- 3.17 To pay out of the funds of the Company all costs and expenses of or incidental to 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.

- 3.18 To purchase and maintain insurance policies to indemnify the officers and auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties or in relation thereto.
- 3.19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the company or its Directors or employees; to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and the wives, widows, families and dependants of any such persons; to make payments towards insurance; to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons as aforesaid and of their wives, widows, families and dependants, and to set up, establish, support and maintain profit sharing, share option or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.
- 3.20 To distribute any property of the Company in specie among the members.
- 3.21 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

3.22 AND it is hereby declared that

3.22.1 None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause; and

3.22.2 The Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company; and

3.22.3 The word "Company" in this clause, shall except where used in reference to this Company, be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in any part of the United Kingdom or elsewhere.

4 The liability of the members is limited.

5 The Company's share capital is £50,000 divided into 50,000 ordinary shares of £1 each.

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 and address of the subscriber and number of shares taken by the subscriber

Peter Anthony Vevers  
35 New Close Road  
Nab Wood  
Shipley  
BD18 4AU

One ordinary share

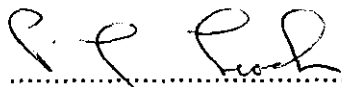


.....  
Peter Anthony Vevers

Dated 27/11/01

Witness to the above signature

Philip George Leach  
14 Burned Road  
Shelf  
Halifax  
West Yorkshire  
HX3 7QZ.

  
.....  
Philip George Leach

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
PARAMOUNT HEALTHCARE (UK) LIMITED

PRELIMINARY

- 1.1 The regulations contained in Table A in 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 hereby modified or excluded.
- 1.2 In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of the provisions for the time being in force.
- 1.3 Regulations 8 to 22 inclusive, 24, 25, 26, 64 to 69 inclusive, 73 to 80 inclusive and 89 and 94 of Table A shall not apply to the Company.
- 1.4 References in Table A and in these Articles to writing shall include typewriting, printing, lithography, photography, telex, and facsimile messages and other means of representing or reproducing words in a legible and non-transitory form.
- 1.5 In these Articles "Holding Company" means a company which is the registered holder of not less than 90% of the issued shares.
- 1.6 The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

## SHARES AND ALLOTMENT

- 2.1 The authorised share capital of the Company at the date of the adoption of these Articles is £50,000 divided into 50,000 ordinary shares of £1 each.
- 2.2 The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act).
- 2.3 The general authority conferred by this Article shall;
  - 2.3.1 extend to all relevant securities of the Company unissued as at the date of adoption of this Article;
  - 2.3.2 expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in general meeting; and
  - 2.3.3 entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.
- 2.4 Subject to and without prejudice to the generality of the provisions of Article 4 below any shares unissued at the date of the adoption of these Articles and any shares hereafter created shall be under the control of the directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the directors themselves) on such terms and in such manner as they think fit, Provided that no shares shall be issued at a discount.
- 2.5 In accordance with Sections 89(1), 90(1) to (6) inclusive and 91(1) of the Act shall be excluded from applying to the Company.
- 2.6 The directors shall register a transfer of shares which is presented for registration duly stamped.

## PROCEEDINGS AT GENERAL MEETINGS

- 3.1 Regulation 40 of Table A shall be deleted and the following substituted therefor:

"No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote being a member registered as the holder of not less than 90% of the issued shares of the Company or a proxy for such a member or a duly authorised representative of the Holding Company shall be a quorum".
- 3.2 A poll may be demanded at any general meeting by the chairman or any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.



- 3.3 The first sentence of Regulation 38 of Table A shall be amended by deleting the words "or a resolution appointing a person as a director".
- 3.4 Notices of meetings need not be given to the directors as such and Regulation 38 of Table A is modified accordingly.
- 3.5 If and so long as there is only one member of the Company, a decision taken by the member which may be taken in General Meeting is as effective as if agreed by the Company in a General Meeting.
- 3.6 A decision taken by a sole member of the Company under paragraph 3.5 of this Article (unless taken by way of written resolution) shall be recorded in writing and a copy provided to the Company.

#### VOTES OF MEMBERS

- 4.1 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly. An instrument appointing a proxy shall be deemed to confer authority to vote on any amendment or a resolution put to the meeting for which it is given as the proxy thinks fit and shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

#### APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 5.1 The directors shall not be liable to retire by rotation.
- 5.2 A director shall not be required to hold any share qualification.
- 5.3 The minimum number of directors shall be one and unless otherwise determined by ordinary resolution, the number of directors is not subject to a maximum. A sole director may exercise all the powers and discretion given to the Company by these Articles.
- 5.4 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 5.5 If and so long as there is a Holding Company or a member registered as the holder of not less than 90% of the issued shares of the Company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as and against all other provisions of these Articles:
  - 5.5.1 the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the Company may at any time and from time to time appoint any person to be a director or remove from office any director however appointed but so that in the case of a managing director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for

damages in respect of the consequent termination of his executive office;

5.5.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the Company;

5.5.3 any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the Company may by notice to the Company from time to time lawfully prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose or by a member registered as the holder of not less than 90% of the issued shares of the Company. 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 Holding Company or a member registered as the holder of not less than 90% of the issued shares of the Company 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.

## PROCEEDINGS OF THE DIRECTORS

6.1 Subject to the provisions of Section 317 of the Act, a director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulation 95 of Table A shall be modified accordingly and Regulation 96 shall not apply.

6.2 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of a conference, telephone or similar communications equipment whereby all participating in the meeting can hear each other and participation in such a meeting in this manner shall be deemed to constitute presence in person at such meeting.

Names and Address of Subscriber

Peter Anthony Vevers  
35 New Close Road  
Nab Wood  
Shipley  
BD18 4AU

One ordinary share



.....  
Peter Anthony Vevers

Dated 27/11/01

Witness to the above signature

Philip George Leach  
14 Burned Road  
Shelf  
Halifax  
West Yorkshire  
HX3 7QZ.



.....  
Philip George Leach