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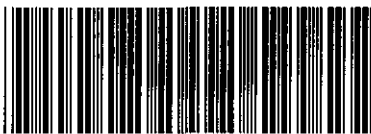
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4338308

The Registrar of Companies for England and Wales hereby certifies that
ALEXANDER & LAW (CONSTRUCTION) LTD

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 11th December 2001



N04338308G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THIS CERTIFICATE/~~DOCUMENT~~ SUPERSEDES THE
CERTIFICATE/~~DOCUMENT~~ ON FILE WHICH
INCORRECTLY QUOTED THE NAME OF THE COMPANY
AS

ALEXANDER & LAW (CONSTRUCTION)
LTD.

HC007B

FILE COPY



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Given at Companies House, Cardiff, the 11th December 2001

THIS CERTIFICATE/~~DOCUMENT~~ CONTAINS A
MISTAKE IN THE NAME OF THE COMPANY
AND IS SUPERSEDED BY THE
CERTIFICATE/~~DOCUMENT~~ ON FILE



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

ALEXANDER & LAW (CONSTRUCTION) LTD

I,

ELIZABETH ANN GENTLE

of

3 FOXLEIGH CHASE, RUSPER ROAD, HORSHAM, W SUSSEX

† 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

EM

Declared at

117-119 HIGH STREET, CRAWLEY, WEST SUSSEX

Day Month Year

On

11 12 2001

• Please print name.

before me •

IAN MICHAEL PRICE

Signed

EM

Date

10/12/01

† 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.

DELOITTE & TOUCHE
CHARTERED ACCOUNTANTS
GLOBAL HOUSE
HIGH STREET
CRAWLEY
WEST SUSSEX

DX number DX exchange
TEL: 01293 510112
FAX: 01293 533493

ge

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

**First directors and secretary and intended situation of
registered office**

Notes on completion appear on final page

Company Name in full

ALEXANDER & LAW (CONSTRUCTION) Ltd

Proposed Registered Office

(PO Box numbers only, are not acceptable)

FRIARS COURT

19 RUSHWORTH STREET

Post town

LONDON

County / Region

Postcode

SE10RB

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

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.

DELOITTE & TOUCHE
CHARTERED ACCOUNTANTS
GLOBAL HOUSE
HIGH STREET
CRAWLEY
WEST SUSSEX
BN10 1DL
TEL: 01293 510112
FAX: 01293 633493

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Registrar of Companies at:

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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

ALEXANDER & LAW (CONSTRUCTION) LTD

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

SARAH

Surname

SARJANTSON

Previous forename(s)

Previous surname(s)

Address

14 Cherry Tree Close

Usual residential address

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

Post town

CRAWLEY

County / Region

WEST SUSSEX

Postcode

RH10 7FR

Country

ENGLAND

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

Consent signature

Sarjantson

Date

10/12/01

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

ELIZABETH ANN

Surname

GENTLE

Previous forename(s)

Previous surname(s)

Address

3 FOXLEIGH CHASE

Usual residential address

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

Post town

HORSHAM

County / Region

W SUSSEX

Postcode

RH12 4AX

Day Month Year

Date of birth

EX 09 03 1962

Nationality

BRITISH

Business occupation

CHARTERED SECRETARY

Other directorships

NONE

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

Consent signature

EG

Date

10/12/01

Directors (continued) (see notes 1-5)

| | | | | | | | | | | |
|---|---|--|---------------------|----------------------|------|----------------------|----------------------|----------------------|--------------------|----------------------|
| NAME | *Style / Title | <input type="text"/> | *Honours etc | <input type="text"/> | | | | | | |
| * Voluntary details | Forename(s) | <input type="text"/> | | | | | | | | |
| | Surname | <input type="text"/> | | | | | | | | |
| | Previous forename(s) | <input type="text"/> | | | | | | | | |
| | Previous surname(s) | <input type="text"/> | | | | | | | | |
| | Address | <input type="text"/> | | | | | | | | |
| Usual residential address | | <input type="text"/> | | | | | | | | |
| For a corporation, give the registered or principal office address. | Post town | <input type="text"/> | | | | | | | | |
| | County / Region | <input type="text"/> | Postcode | <input type="text"/> | | | | | | |
| | Country | <input type="text"/> | | | | | | | | |
| | Date of birth | <table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table> | Day | Month | Year | <input type="text"/> | <input type="text"/> | <input type="text"/> | Nationality | <input type="text"/> |
| Day | Month | Year | | | | | | | | |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | | | | | | | | |
| | Business occupation | <input type="text"/> | | | | | | | | |
| | Other directorships | <input type="text"/> | | | | | | | | |
| | | <input type="text"/> | | | | | | | | |
| | I consent to act as director of the company named on page 1 | | | | | | | | | |
| | Consent signature | <input type="text"/> | Date | <input type="text"/> | | | | | | |

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

685
011833

1000
2

4338308

NC
5
1 DEC 2001
FEE PAID
COMPANIES
HOUSE

851140

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ALEXANDER & LAW (CONSTRUCTION) LTD

1. The Company's name is Alexander & Law (Construction) Ltd.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) (i) To carry on business as a general commercial company.
 - (ii) To carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business by it.
 - (iii) To undertake all or any of the following objects.
- (B) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (C) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (D) To apply for, register, purchase, or by other means acquires and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights that the Company may acquire or propose to acquire.
- (E) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares,

debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (F) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn on account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (G) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (H) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (I) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (J) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (K) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
- (L) 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.
- (M) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

- (N) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (O) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (P) 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.
- (Q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (R) To remunerate any person, firm or company rendering services to the company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (S) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (T) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are to have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (U) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in

Section 152 (1) (a) of the Act) for any such purpose as is specified in Section 151 (1) and/or Section 151 (2) of the Act.

- (V) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (W) To procure the Company to be registered or recognised in any part of the world.
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (Y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them


AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
 - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.
 - (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 4. The liability of the Members is limited.
 - 5. The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 each.

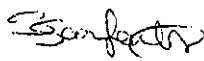
We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

NO. OF SHARES TAKEN
BY EACH SUBSCRIBER


ELIZABETH ANN GENTLE
3 FOXLEIGH CHASE
RUSPER ROAD
HORSHAM
WEST SUSSEX
RH12 4AX

ONE


SARAH SARJANTSON
14 CHERRY TREE CLOSE
WORTH
CRAWLEY
WEST SUSSEX
RH10 7FR

ONE

TWO

Dated the 10 December 2001

Witness to the above signatures:
Alison Curtis



GLOBAL HOUSE
HIGH STREET
CRAWLEY
WEST SUSSEX
RH10 1DL

Company No.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALEXANDER & LAW (CONSTRUCTION) LTD

PRELIMINARY

1. The Companies Act 1985 is hereinafter referred to as "the Act". Subject as hereinafter provided, the Regulations in Table 'A' in The Companies (Tables A-F) Regulations 1985 shall apply to the Company and such Table is hereinafter referred to as "Table A".
2. Regulations 64, 73 to 78 and 80 of Table A shall not apply to the Company.

ALLOTMENT OF SHARES

3. Sub-section (1) of Section 89 and sub-sections (1) to (6) of Section 90 of the Act shall apply.
4. Subject to Article 3 the Directors are unconditionally authorised to allot shares in the capital of the Company to such persons, at such times and generally on such terms and conditions as they think proper up to the amount of authorised but unissued share capital during a period of five years following incorporation.

LIEN

5. The Company shall have a lien on every share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Regulation 8 of Table A the words 'not being a fully paid share' shall be omitted.

TRANSFER OF SHARES

- 6.(a) With the exception of any transfer arising out of the following pre-emption provisions, the Directors may in their absolute discretion and without assigning any reason thereof decline to register any transfer of shares, whether fully paid or not.
- (b) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

- (c) Any Member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at the price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by Certificate in writing (hereinafter called "the Certificate of Value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the Certificate of Value.
- (d) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the Certificate of Value, furnish a copy thereof to the vendor. The cost of obtaining the Certificate of Value shall be borne by the Company.
- (e) Upon the price being fixed as aforesaid (whether be reference to the vendor's opinion of the fair price or by reference to the Certificate of Value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each Member (other than the vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as shall be specified in such application.
- (f) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by the applicant Member as aforesaid. If any shares shall not be capable without sub-division of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.
- (g) The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.
- (h) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on behalf of the Vendor, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member.

The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.

- (i) During the 6 months following the expiry of the period of 21 days referred to in paragraph (f) of this Article the vendor shall be at liberty subject nevertheless to the provisions of paragraph (a) of this Article to transfer to any person and at any price (not being less than the price fixed under paragraph (c) of this Article) any of the said shares not allocated by the Directors as aforesaid.

GENERAL MEETINGS AND RESOLUTIONS

7. In Regulation 46 sub-clause (b) of Table A 'one Member' shall be substituted for the words 'two Members.'
8. Regulation 40 of Table A shall be read and construed as if the words 'at the time when the Meetings proceeds to business' were added at the end of the first sentence.

VOTES OF MEMBERS

9. In Regulation 54 of Table A the words 'or by Proxy' shall be inserted after the word 'person'.

DIRECTORS

10. Unless the Company in general meeting determines otherwise, there shall be no maximum number of Directors; the minimum number of Directors shall be one.
11. In addition to the provisions of Regulations 65 to 69 of Table A an appointment of an alternate Director may also be revoked at any time by a resolution of the Directors or by an Ordinary Resolution of the Company in general meeting.
12. The last two sentences of Regulation 79 of Table A shall not apply to the Company.
13. 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.
14. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 of Table A shall be modified accordingly.
15. In addition to the aforesaid and for as long as a majority of the equity share capital of the Company is beneficially owned by another body corporate, the Directors of the Company or any of them may at any time to time be appointed and/or removed by that body corporate by a notice in writing signed by an authorised officer on its behalf and left at or sent to the Registered Office of the Company. Such appointment or removal shall take effect forthwith upon delivery of the notice to the Registered Office of the Company or on such later date (if any) as may be specified therein.

The following sentence shall be added to Regulation 89 of Table A:-

16. "All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such

a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is."

17. In the event that only one Director holds office such sole Director shall have authority to exercise all powers which are provided by the Regulations of Table A or these Articles.
18. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, and may be counted in the quorum of any meeting at which any such matter is considered. Regulations 94 and 95 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

19. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purpose of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may notwithstanding the provisions of Section 80 of the Act issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

INDEMNITY

- 20.(a) Every Director or other Officer or Auditor of the Company shall 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 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 judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other Officer or Auditor shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, Officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

FIRST DIRECTOR AND SECRETARY

21. The first Director and Secretary of the Company shall be the persons named as such in the statement delivered under Section 10 of the Act.
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NAMES AND ADDRESSES OF SUBSCRIBERS

EM
ELIZABETH GENTLE
3 FOXLEIGH CHASE
RUSPER ROAD
HORSHAM
WEST SUSSEX
RH12 4AX

ONE

Sarjantson
SARAH SARJANTSON
14 CHERRY TREE CLOSE
WORTH
CRAWLEY
WEST SUSSEX
RH10 7FR

ONE

TWO

Dated the 10 December 2001

Witness to the above signatures:
Alison Curtis

Alison Curtis

GLOBAL HOUSE
HIGH STREET
CRAWLEY
WEST SUSSEX
RH10 1DL