FILE COPY

CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

Company No. 4510655

The Registrar of Companies for England and Wales hereby certifies that

HIDEAWAY PROPERTIES 10 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 14th August 2002

N04510655D

THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Companies House
— *for the record* —

HC007B

Package: 'Laserform'
by Laserform International Ltd.

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP025

Company Name in full HIDEAWAY PROPERTIES 10 LIMITED

I, JANET FREEMAN

of 44 The Ropewalk, Nottingham, NG1 5EL

† 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 42, The Ropewalk, Nottingham

	Day	Month	Year
On	08	08	2002

❶ Please print name.

before me ❶ A. P. SCOTT

Signed **Date** 8/8/02.

†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.

Edwards Geldard
44 The Ropewalk, Nottingham, , NG1 5EL

Tel 0115 8404499

DX number DX: 10010 DX exchange Nottingham 1

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**

AH9FOD7N
A01 0874
COMPANIES HOUSE 09/08/02

Package: 'Laserform'
by Laserform International Ltd.

10

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

HIDEAWAY PROPERTIES 10 LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

44 The Ropewalk

Post town: Nottingham

County / Region: Nottinghamshire Postcode: NG1 5EL

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: Edwards Geldard

Address: 44 The Ropewalk

Post town: Nottingham

County / Region: Nottinghamshire Postcode: NG1 5EL

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.

Edwards Geldard
44 The Ropewalk, Nottingham, , NG1 5EL

Tel 0115 8404499
DX number DX: 10010 DX exchange Nottingham 1

A01 0891
COMPANIES HOUSE 09/08/02

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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: HIDEAWAY PROPERTIES 10 LIMITED

NAME *Style / Title: | *Honours etc:

* Voluntary details

Forename(s):

Surname: EM SECRETARIAL LIMITED

Previous forename(s):

Previous surname(s):

Address

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

44 THE ROPEWALK

Post town: NOTTINGHAM

County / Region: NOTTINGHAMSHIRE Postcode: NG1 2EL

Country: ENGLAND

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

Consent signature FOR EM SECRETARIAL LIMITED **Date** 8 August 2002

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title: | *Honours etc:

Forename(s):

Surname: EM FORMATIONS LIMITED

Previous forename(s):

Previous surname(s):

Address

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

44 THE ROPEWALK

Post town: NOTTINGHAM

County / Region: NOTTINGHAMSHIRE Postcode: NG1 5EL

Country: ENGLAND

Date of birth Day Month Year **Nationality**

Business occupation

Other directorships None

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

Consent signature FOR EM FORMATIONS LIMITED **Date** 8 August 2002

Directors (continued) (see notes 1-5)

NAME *Style / Title | *Honours etc

Forename(s)

* Voluntary details

Surname

Previous forename(s)

Previous surname(s)

Address

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

Post town

County / Region | Postcode

Country

Date of birth Day Month Year | **Nationality**

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** EDWARDS GELDARD Edwards Geldard **Date** 8 August 2002

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.

003676 Inc 92845

NC 4 AUG 2002 COMPANIES HOUSE

011387

THE COMPANIES ACT 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

A09 COMPANIES HOUSE 0799 13/08/02
A01 COMPANIES HOUSE 09/08/02

MEMORANDUM OF ASSOCIATION

OF

HIDEAWAY PROPERTIES 10 LIMITED

4510655.

1. The name of the Company is "Hideaway Properties 10 Limited".

2. The registered office of the Company will be situated in England and Wales.

3. (1) The object for which the Company is established is to carry on business as a general commercial company.

   (2) Without prejudice to the generality of the object of the Company and the powers derived from section 3A of the Companies Act 1985 the Company has power to do all or any of the following:

   (a) to acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company;

   (b) to manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things;

   (c) to acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers;

   (d) to provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind;

   (e) to advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier,

wholesaler, retailer, merchant or dealer of any kind;

(f) to provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision;

(g) to lend money, and grant or provide credit and financial accommodation, to any person and to deposit money with any person and to carry on the business of a banking, finance or insurance company;

(h) to invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company;

(i) 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;

(j) to enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same;

(k) to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities;

(l) to enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation 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 both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, 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;

(m) to amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with or to take over or assume any obligation of, or to assist or subsidise any person;

(n) to accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise;

(o) to engage in currency exchange and interest rate transactions including, but not limited to, dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and any other foreign exchange or interest rate hedging arrangements and such other instruments as are similar to or derived from any of the foregoing whether for the purpose of making a profit or avoiding a loss or managing a currency or interest rate exposure or any other exposure or for any other purpose;

(p) to apply for and take out, purchase, sell or otherwise acquire, licence or dispose of any trade and service marks and names, designs, patents, patent rights, copyrights, topography rights, utility models, inventions and secret processes and to carry on the business of an inventor, designer or research organisation;

(q) to sell, exchange, mortgage, charge, let, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment;

(r) to issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose;

(s) to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any 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, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator);

(t) to pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England and Wales;

(u) to grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any 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 any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the directors of the Company consider have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its members or for any national, charitable, benevolent, educational, social, public, general or useful object;

(v) to cease carrying on or 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;

(w) to distribute any of the property of the Company among its creditors and members in specie or kind;

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

(y) to carry on any other business or activity and do anything of any nature which in the opinion of the directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely, directly or indirectly, to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its members; and

(z) to do all such other things as in the opinion of the directors 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 "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere; "person" shall include any company as well as any other legal or natural person; "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation; "and" and "or" shall mean "and/or" where the context so permits; "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible; and 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 or the nature of any business carried on by 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.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each, and the Company shall have the 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.

EM Secretarial Limited a company registered in England and Wales under number 03303844 whose registered office is at 44 The Ropewalk, Nottingham, NG1 5EL by subscribing to this memorandum wishes to be formed into a company and agrees to take one ordinary share of £1 in the capital of the Company.

Dated: 8 August 2002

for and on behalf of
EM SECRETARIAL LIMITED

.....
Director

WITNESS to the above signature

.....
Name:

Occupation: Legal Secretary

Address: 44 The Ropewalk
Nottingham
NG1 5EL

Doc Ref: 200147v

THE COMPANIES ACT 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HIDEAWAY PROPERTIES 10 LIMITED

PRELIMINARY

1. 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 (hereinafter called "Table A") shall apply to the company save insofar as they are excluded or varied by these articles and such regulations (save as so excluded or varied) and these articles shall be the regulations of the company.

SHARE CAPITAL

2. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 in Table A shall not apply to the company.

3. Subject to the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times for such consideration and generally on such terms and conditions as they may determine.

4. Subject to any direction to the contrary which may be given by the company in general meeting, the directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount equal to the amount of the authorised but unissued share capital of the company at the date of the adoption of these articles provided that this authority shall expire on the date five years from the date of the adoption of these articles unless renewed, varied or revoked by the company in general meeting save that the directors may before such expiry make an offer or agreement with would or might require relevant securities to be offered after such expiry.

5. Unless otherwise provided by the rights attaching to any shares, those rights shall be deemed to be varied by the reduction of the capital paid up on the shares and by the allotment of further shares ranking in priority for the payment of dividends or other distributions or in respect of capital or which confer on the holders voting rights more favourable than those conferred by such first mentioned shares, but shall not otherwise be deemed to be varied by the creation or issue of further shares.

CALLS ON SHARES AND FORFEITURE

6. There shall be added to the end of the first sentence of regulation 18 in Table A the words "and any costs and expenses incurred by the directors as a result of such non payment".

TRANSFER OF SHARES

7. The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 in Table A shall be varied accordingly.

8. The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Accordingly the first sentence of regulation 24 in Table A shall not apply to the company.

NOTICE OF GENERAL MEETINGS

9. In regulation 38 in Table A the words "or a resolution appointing a person as a director" shall not apply to the company.

10. Notice of every general meeting shall be given to all members (whether situated in the United Kingdom or not) other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of regulation 38 in Table A shall not apply to the company.

PROCEEDINGS AT GENERAL MEETINGS

11. In addition to the circumstances specified in regulation 40 in Table A, a general meeting of the company or a meeting of the holders of any class of its shares shall be quorate and shall be valid and effective for all purposes if there is/are present two persons being entitled to attend and vote thereat or one person being either:

    (1) a member himself and a proxy for another member or members;

    (2) a member himself and a duly authorised representative of one or more corporations, each of which is a member;

    (3) a proxy for two or more members;

(4) a duly authorised representative of two or more corporations each of which is a member;

(5) a proxy for one or more members and a duly authorised representative of one or more corporations, each of which is a member; or

(6) the sole member or the corporate representative or proxy of the sole member.

12. A resolution in writing signed or approved by notice, letter, telex, fax, telemessage or cable by or on behalf of the requisite majority of the members who would have been entitled to vote upon it if it had been proposed at a general meeting or at a meeting of any class of members at which they were present shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. Any such resolution or approval may consist of several documents each signed by or on behalf of one or more of the members. Regulation 53 in Table A shall not apply to the company.

VOTES OF MEMBERS

13. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number of members for whom he is a proxy or their holdings) shall have one vote, and on a poll every member who is present in person, by a duly authorised representative, or by proxy shall have one vote for every share of which he is the holder. Regulation 54 in Table A shall not apply to the company.

14. Regulation 57 in Table A shall not apply to the company.

15. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other way approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the taking of the vote at the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 in Table A shall not apply to the company.

NUMBER OF DIRECTORS

16. 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 of directors shall be one. A sole director shall have authority to exercise all the powers and discretions vested in the directors generally and shall alone constitute a quorum for the transaction of business. Regulation 64 in Table A shall not apply to the company and

regulation 89 shall be varied accordingly.

ALTERNATE DIRECTORS

17. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 in Table A shall not apply to the company.

DELEGATION OF DIRECTORS' POWERS

18. The directors may delegate any of their powers (with power to sub-delegate) to any committee consisting of such person or persons (whether directors or not) as they think fit. The first sentence of regulation 72 in Table A shall not apply to the company and references in Table A and these articles to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

APPOINTMENT AND RETIREMENT OF DIRECTORS

19. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by notice in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).

20. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

21. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No notice of any resolution appointing or approving the appointment of any director shall be required to state the age of the person to whom such resolution relates. No shareholding qualification for directors shall be required.

22. Directors shall not be required to retire by rotation. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 in Table A shall not apply to the company and regulation 67 in Table A shall be varied accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

23. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 in Table A but also if he is removed from office pursuant to these articles or becomes incapable by reason of illness or injury of managing and administering his property and affairs. Regulation 81 in Table A shall be

varied accordingly.

PROCEEDINGS OF DIRECTORS

24. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. Where only one director is present within the United Kingdom and, under the provisions of these articles, it is not necessary to give notice of a meeting of directors to any other director, that one director shall alone constitute a quorum for the transaction of the business of the directors. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 in Table A shall be varied accordingly.

25. All or any of the members of the board or any committee of the board may participate in a meeting thereof 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 and 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.

26. A resolution in writing signed or approved by notice, letter, telex, fax, telemessage or cable by a majority of the directors entitled to receive notice of a board meeting or by a majority of the persons entitled to receive notice of a meeting of a committee of the board shall be as valid and effectual as if it had been passed at a board meeting or (as the case may be) a meeting of a committee of the board duly convened and held and may consist of several documents each signed by one or more persons. A resolution of the board or any committee of the board may be passed by accepting the vote of any director who is absent from the relevant meeting but who has communicated his vote by means of a resolution or approval in writing in accordance with this article and any such absent director shall be deemed to be present at the meeting and shall be counted in ascertaining whether a quorum is present. A resolution or approval signed pursuant to this article by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 in Table A shall not apply to the company.

27. Provided that he has disclosed any interest which he may have therein in accordance with the Act, a director shall be entitled to vote in respect of any resolution in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 in Table A shall not apply to the company.

NOTICES

28. The company may give any notice to a member either personally, or by sending it by post in a prepaid envelope addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, notice given to any one of the joint holders shall for all purposes be deemed a sufficient service on all the joint holders. Regulation 112 in Table A shall not apply to the company.

TIME OF SERVICE

29. Any notice, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service, it shall be sufficient to prove that the notice was properly addressed, stamped and put in the post. Any notice left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served when it was so left or sent. Regulation 115 in Table A shall not apply to the company.

DOCUMENTS RELATING TO THE COMPANY

30. Save as may be required by law, the directors may at their discretion accept, authorise or approve a faxed or other machine made copy of any application, instrument, authority, consent, notice or other document produced to or served on the company, the directors or the members.

Dated: 8 August 2002

for and on behalf of
EM SECRETARIAL LIMITED

.....
Director

WITNESS to the above signature

.....
Name: JOSEPH FLEW

Occupation: TRAINEE SOLICITOR

Address: EDWARDS GELDARD
44 THE ROPEWALK
NOTTINGHAM