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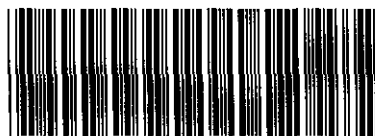
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4749643

The Registrar of Companies for England and Wales hereby certifies that
INTERIOR SURFACES 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 30th April 2003



N04749643O



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

INTERIOR SURFACES LIMITED

I, MORTONTHORPE SECRETARIAL SERVICES LIMITED

of BELMAYNE HOUSE 99 CLARKEHOUSE ROAD SHEFFIELD S10 2LN

† 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

J. A. Thorpe - DIRECTOR FOR
AND ON BEHALF OF MORTONTHORPE
SECRETARIAL SERVICES LIMITED

Declared at SHEFFIELD

Day Month Year

On 25 04 03

† Please print name

before me † RICHARD MORTON

Signed

R. Morton

Date

25.4.2003

† 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.

MESSRS. MORTON PRICE, BELMAYNE HOUSE
99 CLARKEHOUSE ROAD, SHEFFIELD, S10 2LN

Tel (0114) 266 4141

DX number 709064

DX exchange SHEFFIELD 12



A01
COMPANIES HOUSE

0564
26/04/03

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

474 9643

10

Please complete in typescript,
or in bold black capitals.

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

Notes on completion appear on final page

Company Name in full

INTERIOR SURFACES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BELMAYNE HOUSE
99 CLARKEHOUSE ROAD

Post town

SHEFFIELD

County / Region

SOUTH YORKSHIRE

Postcode

S10 2LN

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

☐

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

MESSRS. MORTON PRICE, BELMAYNE HOUSE
99 CLARKEHOUSE ROAD, SHEFFIELD, S10 2LN

Tel (0114) 266 4141

DX number 709064

DX exchange SHEFFIELD 12

C

A01
COMPANIES HOUSE0563
26/04/03

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

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

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		INTERIOR SURFACES LIMITED	
NAME	*Style / Title		*Honours etc
Forename(s)		MORTONTHORPE SECRETARIAL SERVICES LIMITED	
Surname		(COMPANY NUMBER 4450239)	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		REGISTERED OFFICE : BELMAYNE HOUSE 99 CLARKEHOUSE ROAD	
Post town		SHEFFIELD	
County / Region		SOUTH YORKSHIRE	Postcode S10 2LN
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature		J.A. Thorpe - DIRECTOR FOR AND ON BEHALF OF MORTONTHORPE SECRETARIAL SERVICES LIMITED	Date 25.4.2003

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
Forename(s)		MORTONTHORPE REGISTRARS LIMITED		
Surname		(COMPANY NUMBER 4450262)		
Previous forename(s)				
Previous surname(s)				
Address ^{††}		REGISTERED OFFICE : BELMAYNE HOUSE 99 CLARKEHOUSE ROAD		
Post town		SHEFFIELD		
County / Region		SOUTH YORKSHIRE	Postcode	S10 2LN
Country		ENGLAND		
Date of birth		Day	Month	Year
Business occupation		Nationality		
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature		R. Morton DIRECTOR FOR AND ON BEHALF OF MORTONTHORPE REGISTRARS LIMITED		Date 25.4.2003

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Directors (continued) (see notes 1-5)

* voluntary details	NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>	
		Forename(s)	<input type="text"/>			
		Surname	<input type="text"/>			
		Previous forename(s)	<input type="text"/>			
		Previous surname(s)	<input type="text"/>			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	<input type="text"/>				
		Post town	<input type="text"/>			
		County / Region	<input type="text"/>	Postcode	<input type="text"/>	
		Country	<input type="text"/>			
		Day	Month	Year		
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
	Business occupation	<input type="text"/>				
	Other directorships	<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

J.A. Thorpe - DIRECTOR FOR AND ON BEHALF OF MORTONTHORPE SECRETARIAL SERVICES LIMITED

Date

25.4.2003

Signed

R. Morton DIRECTOR FOR AND ON BEHALF OF MORTONTHORPE REGISTRARS LIMITED

Date

25.4.2003

Signed

Date

Signed

Date

Signed

Date

Signed

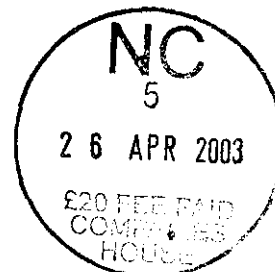
Date

010134
COMPANY NUMBER :

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

INTERIOR SURFACES LIMITED



C49018

1. The Company's name is INTERIOR SURFACES LIMITED.
2. The Company's Registered Office is to be situated in England and Wales
3.
 - (i) The object of the Company is to carry on business as a general commercial company
 - (ii) Without prejudice to the generality of the object and the powers of the Company derived from s 3A of the Act the Company has power to do all or any of the following things :
 - (a) 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
 - (b) To apply for, register, 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, 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 which the Company may acquire or propose to acquire
 - (c) 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
 - (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to 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
 - (e) To invest and deal with the monies 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



- (f) 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)
- (g) 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
- (h) 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
- (i) 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
- (j) 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
- (k) 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
- (l) 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
- (m) 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

- (n) 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
- (o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- (p) 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
- (q) To distribute among the members of the Company in kind any property of the Company of whatever nature
- (r) 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
- (s) 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 or 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 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
- (t) Subject to and in accordance with a due compliance with the provisions of ss 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 s 152 (1)(a) of the Act) for any such purpose as is specified in s 151 (1) and/or s 151 (2) of the Act
- (u) To procure the Company to be registered or recognised in any part of the world
- (v) 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

- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or any of the powers given to it by the Act or by this clause

AND so that :

- (1) None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision 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) 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 UK or elsewhere
 - (3) 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 £1000 divided into 1000 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

Number of Shares
taken by each
Subscriber

Mortonthorpe Registrars Limited
Belmayne House
99 Clarkehouse Road
SHEFFIELD S10 2LN

R. Morton 1
DIRECTOR FOR AND ON BEHALF OF
MORTONTHORPE REGISTRARS LIMITED

Mortonthorpe Secretarial Services Limited
Belmayne House
99 Clarkehouse Road
SHEFFIELD S10 2LN

1
J.A. Thorpe
DIRECTOR FOR AND ON BEHALF OF
MORTONTHORPE SECRETARIAL SERVICES LIMITED
Total Shares Taken 2

Dated : 25.4.2003 .

Witness to the above signatures :

Julie Hanwell
Belmayne House
99 Clarkehouse Road
SHEFFIELD S10 2LN

J. Hanwell

COMPANY NUMBER :

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
INTERIOR SURFACES LIMITED

Preliminary

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- (b) 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 that provision for the time being in force

Allotment of Shares

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to s 80 of the Act and paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this paragraph (b) shall have effect subject to s 80 of the Act
- (c) In accordance with s 91 (1) of the Act ss 89(1) and 90 (1) to (6) (inclusive) of the Act shall not apply to the Company
- (d) The directors are generally and unconditionally authorised for the purposes of s 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe

for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said s 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting

Shares

3. The lien conferred by clause 8 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly
4. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

General Meetings and Resolutions

5. Every notice convening a general meeting shall comply with the provisions of s 372 (3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company
6. (a) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved
(b) Clause 41 in Table A shall not apply to the Company

Appointment of Directors

7. (a) Clause 64 in Table A shall not apply to the Company
(b) The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever the minimum number of the directors shall be one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these articles expressed to be vested in the directors generally, and clause 89 in Table A shall be modified accordingly
(c) The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company
(d) No person shall be appointed a director at any general meeting unless either :
 - (i) he is recommended by the directors; or
 - (ii) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose

that person for appointment, together with notice signed by that person of his willingness to be appointed

- (e) Subject to paragraph (d) above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director
- (f) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of directors and for the time being in force

Borrowing Powers

- 8. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to s80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

Alternate Directors

- 9.
 - (a) An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of clause 66 in Table A shall be modified accordingly
 - (b) A director, or any such other person as is mentioned in clause 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

Gratuities and Pensions

- 10.
 - (a) The directors may exercise the powers of the Company conferred by clause 3(ii)(s) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
 - (b) Clause 87 in Table A shall not apply to the Company

Proceedings of Directors

- 11.
 - (a) A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
 - (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company

The Seal

12. (a) If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company
- (b) The Company may exercise the powers conferred by s 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

Indemnity

13. (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 judgment is given in his favour or in which he is acquitted or in connection with any application under s 144 or s 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to 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 s 310 of the Act
- (b) The directors shall have the power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in s 310 (1) of the Act
- (c) Clause 118 in Table A shall not apply to the Company

Transfer of Shares

14. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of clause 24 in Table A shall not apply to the Company

Names and Addresses of the Subscribers

Mortonthorpe Registrars Limited
Belmayne House
99 Clarkehouse Road
SHEFFIELD S10 2LN

R. Morton
DIRECTOR FOR AND ON BEHALF OF
MORTONTHORPE REGISTRARS LIMITED

Mortonthorpe Secretarial Services Limited
Belmayne House
99 Clarkehouse Road
SHEFFIELD S10 2LN

J.A. Thorpe
DIRECTOR FOR AND ON BEHALF OF
MORTONTHORPE SECRETARIAL SERVICES LIMITED

Dated : 25.4.2003

Witness to the above signatures :

Julie Hanwell
Belmayne House
99 Clarkehouse Road
SHEFFIELD S10 2LN

J. Hanwell