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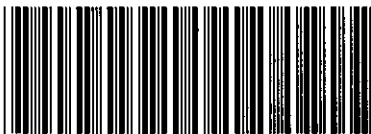
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4762632

The Registrar of Companies for England and Wales hereby certifies that
DEVON IRONS (2003) 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 13th May 2003



N04762632H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP041

Declaration on application for registration

Company Name in full

DEVON IRONS (2003) LIMITED

I, MATTHEW JOHN JACKSON

of 25 - 28 Southernhay East, Exeter, Devon, EX1 1RS

† Please delete as appropriate.

Matthew Jackson
Stark

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

Matthew Jackson

Declared at

Hertford House, Sothernhay East, Exeter
Day Month Year

on

18 15 2003

• Please print name.

before me •

Dominic Kempson

Signed

D. M. Kempson

Date

8th May 2003

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.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Stephens & Scown

25-28 Southernhay East, Exeter, Devon

EX1 1RS

Tel 01392 210700

DX number 8305

DX exchange Exeter



Form revised July 1998

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

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

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

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

DEVON IRONS (2003) LIMITED

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

2 WESTBRIDGE INDUSTRIAL ESTATE

Post town

TAVISTOCK

County / Region

DEVON

Postcode

PL19 8DE

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.

N/A

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.

Stephens & Scown

25-28 Southernhay East, Exeter, Devon

EX1 1RS

Tel 01392 210700

DX number 8305

DX exchange Exeter



A28
COMPANIES HOUSE

0331
09/05/03

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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 DEVON IRONS (2003) LIMITED

NAME *Style / Title MR

*Honours etc.

*Voluntary details

Forename(s) SIMON CHRISTOPHER COX

Surname GAWLER

Previous forename(s) NONE

Previous surname(s) NONE

†† 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 ††

4 ABBOTS ROAD

Post town EXETER

County / Region DEVON

Postcode EX4 7AN

Country ENGLAND

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

Consent signature

S. Gawler

Date 8 MAY 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc.

Forename(s) MATTHEW JOHN

Surname JACKSON

Previous forename(s) NONE

Previous surname(s) NONE

†† 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 ††

KARINYA

INGLEIGH GREEN

Post town WINKLEIGH

County / Region DEVON

Postcode EX19 8AT

Country ENGLAND

Day Month Year

Date of birth

0 | 9 | 0 | 7 | 1 | 9 | 6 | 2

Nationality BRITISH

Business occupation SOLICITOR

Other directorships NONE

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

Consent signature

Matthew Jackson

Date 8. MAY 2003

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

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"/>		
† 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="checkbox"/>		
		Post town	<input type="text"/>		
		County / Region	<input type="text"/>	Postcode	<input type="text"/>
		Country	<input type="text"/>		
		Date of birth	<input type="text"/>	Nationality	<input type="text"/>
		Business occupation	<input type="text"/>		
		Other directorships	<input type="text"/>		
			<input type="text"/>		
		I consent to act as director of the company named on page 1			
Consent signature		<input type="text"/>	Date	<input type="text"/>	

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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1
THE COMPANIES ACT 1985

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09 MAY 2003

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DEVON IRONS (2003) LIMITED



1. The Company's name is "DEVON IRONS (2003) LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.

Without prejudice to the generality of the object and powers of the Company derived from section 3A of the Act, the Company has power to do all or any of the following things:

- (1) to acquire by any means any property or rights whatsoever;
- (2) to pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise;
- (3) to apply for or otherwise obtain, and to protect (by registration or otherwise), extend and renew (in each case in any part of the world), disclaim and modify any patents, copyright, trade marks, designs and other intellectual property of the Company; to experiment upon, test or improve any such property; and to carry out research and development in connection with any business or proposed business of the Company or any other person;
- (4) to maintain, manage, improve, develop, turn to account, grant rights and privileges in respect of and otherwise deal with all or any part of the property and rights of the Company;
- (5) to dispose by any means of the whole or any part of the undertaking, property and rights of the Company;
- (6) to lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company;
- (7) to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its

uncalled capital, the discharge of any obligation of the Company or any other person, including (without prejudice to the generality of the foregoing) any associated company of the Company;

- (8) to guarantee or give indemnities or provide security by any method (including by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future) including its uncalled capital) for the performance of any contracts or obligations and/or the payment of any capital or principal (together with any premium) or dividends or interest on any securities of any person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
- (9) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (10) to establish and maintain any non-contributory or contributory pension or superannuation funds for the benefit of, and to give donations, gratuities, pensions and allowances to, present and former directors and employees of the Company or of any other company which is an associated company of the Company or a predecessor in business of the Company or any such associated company, or any other persons in whose welfare the Company or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons; and to make payments for or towards the insurance of any such persons and the provision of pensions and allowances for any of them;
- (11) to establish and subsidise or support any institutions, associations, clubs, funds, trusts or schemes for the benefit of any such persons as are mentioned in the last preceding paragraph, and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object;
- (12) to purchase and maintain for any present or former officer or auditor of the Company or any associated company of the Company insurance against any such liability as is mentioned in section 310(1) of the Act;
- (13) to give such financial assistance (as defined in section 152 of the Act) as may be lawful, whether directly or indirectly, for any of the purposes mentioned in section 151 of the Act;
- (14) to control, manage or otherwise assist any associated company of the Company, to provide services and facilities of all kinds to any such associated company and to make payments by way of subvention or otherwise to any such associated company or in connection with it or its business or operations;
- (15) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions and to carry out, exercise and comply with the same;

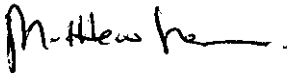
- (16) to pay out of the funds of the Company all expenses which it may lawfully pay with respect to its formation and registration or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;
- (17) to enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company;
- (18) to acquire and undertake the whole or any part of the business, property and liabilities of any other company or person, and to amalgamate with any other company;
- (19) to distribute any of the property of the Company in kind among its members;
- (20) to cause the Company to be registered or recognised in any part of the world;
- (21) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, subcontractors or otherwise;
- (22) to do all such other things as are or may be deemed incidental or conducive to the attainment of the above object and the exercise of the powers (whether express or implied) of the Company.

And so that:

- (A) in this clause the word "company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere;
- (B) in this clause the expression "associated company" means, in reference to the Company, any company in which the Company has any direct or indirect interest;
- (C) in this clause the expression "the Act" means the Companies Act 1985, including any statutory modification or amendment thereof for the time being in force; and
- (D) the widest interpretation shall be given to each of the provisions of this clause, and none of them shall be restrictively construed or (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.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £ 1000 divided into 1000 shares of £1 each.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

NAMES AND ADDRESS OF SUBSCRIBER	Number of shares taken by the subscriber
MATTHEW JOHN JACKSON 25 - 28 Southernhay East Exeter Devon EX1 1RS	 2
Total shares taken	2

DATED 8 MAY 2003.

WITNESS to the above signature -



SIMON C.C. GAWLER
TRAINER SOLICITOR
25 - 28 SOUTHERNHAY EAST,
EXETER EX1 1RS

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DEVON IRONS (2003) LIMITED

PRELIMINARY

1. The following regulations and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") constitute the articles of association of the Company.
2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
3. Regulations 40, 41, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

4. The share capital of the Company is £1000 divided into 1000 ordinary shares of £1 each.
5. The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot relevant securities (within the terms of that section) up to a maximum nominal amount equal to the nominal amount of £1000. The authority given by this article shall expire at the end of five years beginning on the date on which it was given.
6. Sections 89 and 90 of the Act shall not apply to the Company.

LIEN

7. Without prejudice to the provisions of regulation 8 of Table A, the Company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with another) for all moneys (whether presently payable or not) due to the Company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether the debt in respect of which the moneys are due was incurred before or after notice to the Company of any equitable or other interest of any person other than the member. The Company's lien on a share shall extend to all dividends or other

moneys payable in respect of it. The directors may wholly or partly exempt any share from the provisions of this article on such terms as they think fit.

TRANSFER OF SHARES

8. The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any share (whether or not fully paid) to any person.

GENERAL MEETINGS

9. No business shall be transacted at any general meeting unless a quorum is present. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
10. If a quorum is not present within fifteen minutes after the time appointed for the meeting (or such longer period as the chairman of the meeting may allow) or if during the meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for the meeting, it shall be dissolved.
11. A proxy shall be entitled to vote on a show of hands. Regulations 54 and 59 of Table A shall be deemed to be modified accordingly.
12. The words “(or such shorter period as the directors may allow)” shall be deemed to be inserted after “48 hours” in paragraph (a) of regulation 62 of Table A.

NUMBER OF DIRECTORS

13. The word “one” shall be deemed to be substituted for the word “two” in regulation 64 of Table A. A sole director may exercise all the powers and discretions given to the directors by the articles; and regulations 88 and 89 of Table A shall be deemed to be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

14. A person willing to act may be appointed as a director and any director, howsoever appointed, may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either:
 - (1) by an ordinary resolution of the Company; or
 - (2) by a member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue, by an instrument signed by or on behalf of him or them and delivered to the office.

The power of removal of a director from office conferred on the Company by this article is in addition to that conferred by the Act, to the intent that sections 303(2) and 304 of the Act shall not apply to a removal under this article.

15. If in consequence of the death of a member the Company has no member capable of exercising the power of appointment or removal of a director conferred by the last preceding article, the personal representatives of the deceased member may exercise the power, by an instrument signed by them or on their behalf and delivered to the office.
16. The directors may also appoint a person willing to act to be a director.

DIRECTORS' GRATUITIES AND PENSIONS

17. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

PROCEEDINGS OF DIRECTORS

18. A meeting of the directors shall not be validly called unless at least seven clear days' notice of the meeting has been given to every director (including an alternate director) entitled to receive notice of the meeting, or unless he waives the requisite notice. A director (including an alternate director) shall be deemed to have received the requisite notice if he or his alternate director (or, in the case of an alternate director, his appointor) is present at the meeting.
19. The words "But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom." and "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom." shall be deemed to be omitted from regulations 66 and 88 respectively of Table A.
20. The directors (including alternate directors), or any of them, may form, or participate in, a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.
21. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

THE SEAL

22. Regulation 101 of Table A shall apply only if the Company has a common seal. Whether it does or not, a share certificate may be executed under section 36A (4) of the Act instead of being sealed.

NOTICES

23. The words "except that a notice calling a meeting of the directors need not be in writing" shall be deemed to be omitted from regulation 111 of Table A.
24. Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by electronic mail or facsimile transmission.
25. The words "instead of his registered address" shall be deemed to be substituted for the words "but otherwise no such member shall be entitled to receive any notice from the Company" in regulation 112 of Table A.
26. Regulation 115 of Table A shall apply to a notice posted to a member at his registered address if outside Europe (as defined for the purposes of the Royal Mail) only if it is sent by air mail or by means of an established air courier service.

INDEMNITY

27. Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

NAMES AND ADDRESS OF SUBSCRIBER

MATTHEW JOHN JACKSON
25 - 28 Southernhay East
Exeter
Devon
EX1 1RS

Matthew Jackson

DATED: 8 May 2003

WITNESS to the above signature:

S. Gawler

SIMON C C GAWLER

TRAINEE SOLICITOR

25-28 SOUTHERNHAY EAST

EXETER EX1 1RS