

FILE COPY



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

Company No. 4771479

The Registrar of Companies for England and Wales hereby certifies that
MICHCO 386 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 20th May 2003



N04771479Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

477 1475

Company Name in full

MICHCO386 LIMITED

I, SAMANTHA GELDARD

of 18 CATHEDRAL YARD, EXETER, DEVON, EX1 1HE

† 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, Secretary, or the
Company, or the Sole or Joint Proprietor of the Company, or the
Partners of a Firm, or the Proprietor of a Company, or the Proprietor of a
Company, or the Proprietor of a Company, or the Proprietor of a Company,~~
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

S. Geldard

Declared at

18 CATHEDRAL YARD, EXETER, EX1 1HE

Day Month Year

On

16 05 2003

① Please print name.

before me ①

ANDREW MAYNARD

Signed

A. Maynard

Date

16.5.03

† 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.

Michelmores

18 Cathedral Yard, Exeter, Devon, EX1 1HE

Tel 01392 436244

DX number DX 8304

DX exchange Exeter



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

Package: 'Laserform'
by Laserform International Ltd.

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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

MICHCO 386 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

18 CATHEDRAL YARD

Post town EXETER

County / Region DEVON

Postcode EX1 1HE

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.

Michelmores

18 Cathedral Yard, Exeter, Devon, EX1 1HE

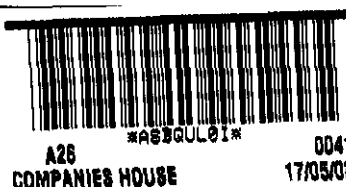
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for companies registered in Scotland **DX 235 Edinburgh**



Company Secretary (see notes 1-5)

Company name MICHELMORES SECRETARIES LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

18 CATHEDRAL YARD

Post town

EXETER

County / Region

DEVON

Postcode

EX1 1HE

Country

ENGLAND

†† 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.

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

Consent signature


DIRECTOR, MICHELMORES
SECRETARIES LIMITED

Date

16.5.03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

MICHELMORES DIRECTORS LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

18 CATHEDRAL YARD

Post town

EXETER

County / Region

DEVON

Postcode

EX1 1HE

Country

ENGLAND

†† 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.

Day Month Year

Date of birth

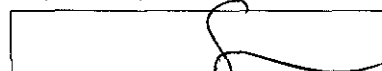
Nationality

Business occupation

Other directorships

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

Consent signature


DIRECTOR, MICHELMORES DIRECTORS LIMITED

Date

16.5.03

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME***Style / Title*****Honours etc**

* Voluntary details

Forename(s)**Surname****Previous forename(s)****Previous surname(s)****Address** ††

†† 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.

Post town**County / Region****Postcode****Country****Day Month Year****Date of birth****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****Date****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**

J F Galden

16.5.03

Company Number []

031781
031781

Pos 215/200

The Companies Acts 1985 and 1989

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

MICHCO 386 LIMITED



1 Name

The name of the Company is MICHCO 386 Limited (the "Company").

2 Registered Office

The registered office of the Company is to be in England and Wales.

3 Objects

The objects of the Company are:

- 3.1 to carry on business as a general commercial company; and
- 3.2 without prejudice to the generality of clause 3.1 and the provisions of section 3A of the Companies Act 1985 (Statement of company's objects: general commercial company) (as amended or re-enacted from time to time) the Company may also:
 - 3.2.1 carry on any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any goods or services, articles of commercial and personal use and consumption, developers, researchers, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real and personal property dealers and investors, concessionaries, brokers, contractors, mercantile and general agents, consultants, providers of services of kind, advertising agents, publishers, distributors, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world; and
 - 3.2.2 carry on any other trade or business whatsoever which may in the opinion of the directors be conveniently carried on in connection with or ancillary to any of the businesses of the Company.

Powers

In pursuance of its objects the Board may exercise the following powers:

- 4.1 to pay all costs, charges and expenses incurred in connection with the promotion and establishment of the Company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery;
- 4.2 to employ brokers, commission agents and underwriters upon any issue of shares, debentures or other securities of the company and to provide for the remuneration of their services in cash or by the issue of shares, debentures or other securities of the company, or by the grant of options to take the same, or in any other manner allowed by law;
- 4.3 to purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, and to conduct and carry on or liquidate any such business;
- 4.4 to purchase, take on lease or otherwise acquire for the purposes of the company any estates, lands, buildings, easements or other interests in real estate, and to sell, let or otherwise dispose of or grant rights over any real property belonging to the company;
- 4.5 to purchase or otherwise acquire, construct, equip, maintain and adapt any premises and other installations and any plant, machinery and other things which may seem necessary or convenient for the purposes of the company;
- 4.6 to apply for and take out, purchase or otherwise acquire, use and protect any designs, trade marks, patents, patent rights or inventions, copyright, secret process or other intellectual property rights, and to grant licences to use the same;
- 4.7 to apply for, promote and obtain any Act of Parliament and any order or licence of any government department or authority (including, without limitation, the Department of Trade and Industry) to enable the Company to carry any of its objects into effect, to effect any modification of the Company's constitution and for any other purpose which the directors think fit, and to oppose any proceeding or application which may in the opinion of the directors directly or indirectly prejudice the Company's interests;
- 4.8 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;
- 4.9 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;

- 4.10 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), and to receive money on deposit or loan upon any terms;
- 4.11 to guarantee, grant indemnities in respect of, support or secure, in any manner the performance of any contracts or obligations or the payment of any sum of money by any company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary of or company associated in any way with the Company) notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;
- 4.12 to borrow or raise money or arrange for the payment of money in any manner as the Company shall think fit and 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 real and personal property and assets, present or future, including its uncalled capital, and also issue and deposit any securities which the Company has authority to issue by way of mortgage, charge, standard security, lien or security and secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- 4.13 to draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes and other negotiable or transferable instruments;
- 4.14 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;
- 4.15 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 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;

- 4.16 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.
- 4.17 to establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company;
- 4.18 to remunerate any company, person, or firm by way of consideration for rendering services received by the Company either by cash payment or by the allotment to him or them of shares or other securities in the Company credited as fully paid up in full or in part or otherwise as may be thought expedient;
- 4.19 to support, subscribe to and contribute to any charitable or public object and any institution, society and club which may be for the benefit of the Company or persons who are or were directors, officers or employees of the Company, its predecessor in business, any subsidiary of the Company or any person allied to or associated with the Company, or which may be connected with any town or place where the Company carries on business, and to subsidise and assist any association of employers or employees and any trade association and to grant pensions, gratuities, annuities and charitable aid and to provide advantages, facilities and services to any person (including any director or former director) who may have been employed by or provided services to the Company, its predecessor in business, any subsidiary of the Company or any person allied to or associated with the Company and to the spouses, children, dependants and relatives of those persons and to make advance provision for the payment of those pensions, gratuities and annuities by establishing or acceding to any trust, scheme or arrangement (whether or not capable of approval by the Commissioners of Inland Revenue under any relevant legislation) the directors think fit, to appoint trustees and to act as trustee of any trust, scheme or arrangement, and to make payments towards insurance for the benefit of those persons and their spouses, children, dependants and relatives;
- 4.20 to establish and contribute to any scheme for the purchase or subscription by trustees of shares or other securities of the Company to be held for the benefit of the employees of the Company, any subsidiary of the Company or any person allied to or associated with the Company, to lend money to those employees or to trustees on their behalf to enable them to purchase or subscribe for shares or other securities of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees;

- 4.21 to sell, lease, let on hire or otherwise dispose of, or transfer any real or personal property or the whole or part of the business, property and undertaking of the Company, for such consideration as the directors think fit;
- 4.22 to accept stock or shares in, or the debentures or other securities of, any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- 4.23 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 for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose;
- 4.24 to purchase and maintain insurance for the benefit of any person who is or was an officer or employee of the Company, a subsidiary of the Company or a company in which the Company has or had an interest (whether direct or indirect) or who is or was trustee of any retirement benefits scheme or any other trust in which any officer or employee or former officer or employee is or has been interested, indemnifying that person against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against;
- 4.25 to distribute among the shareholders in specie any of the Company's property and any proceeds of sale or disposal of any of the Company's property and for that purpose to distinguish and separate capital from profits, but no distribution amounting to a reduction of capital may be made without any sanction required by law;
- 4.26 to do all or any of the above things (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;
- 4.27 to carry on any other activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the directors calculated directly or indirectly to benefit the Company; and
- 4.28 generally to do all such other things as may appear to the company to be incidental or conducive to the attainment of the above objects or any of them;

and it is hereby declared that save as otherwise expressly provided, each of the powers set out in each sub-clause of this Clause 4 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited by reference to any other sub-clause or by the name of the Company, and that the provisions of each sub-clause shall save as aforesaid be carried out in as full

and ample manner and construed in as wide a sense as if each of the sub-clauses defined the powers of a separate and distinct company.

5 Limited liability

The liability of the members is limited to the amount (if any) unpaid on the shares held by them.

6 Share capital

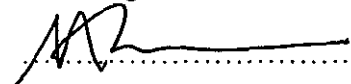
The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.

I, the subscriber, wish to be formed into a company under this Memorandum of Association and agree to take the number of shares in the Company shown opposite my name.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 SAMANTHA GELDARD 18 CATHEDRAL YARD EXETER DEVON EX1 1HE	One
TOTAL NUMBER OF SHARES TAKEN	One

Dated 18 May 2003

Witness to the above signature:

Signature: 

Name: STEVEN CARMAN

Address: c/o 18 CATHEDRAL YARD
EXETER DEVON EX1 1HE

Occupation: PARALEGAL

Company Number []

The Companies Acts 1985 and 1989

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

MICHCO 386 LIMITED

1 Interpretation

In these Articles, if not inconsistent with the subject or context:

"Act" the Companies Act 1985 as amended or re-enacted from time to time;

"Table A" Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles; and

"the Board" means the Board of directors of the Company or a duly authorised committee thereof or the directors present at a meeting of the Board of directors of the Company or a duly authorised committee thereof, in each case at which a quorum is present

2 Table A

2.1 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

2.2 Regulations 8, 24, 40, 41, 59, 64, 65, 73 to 78, 80, 94, 101 and 118 of Table A do not apply to the Company.

3 Share Capital

3.1 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.

- 3.2 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 3.1 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.
- 3.3 The authority conferred on the directors by articles 3.1 and 3.2 shall remain in force for a period of five years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
- 3.4 The provisions of section 89(1) of the Act do not apply to the Company.
- 3.5 Subject to the Act, the Company shall be authorised to make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

4 Lien

- 4.1 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

5 Forfeiture

- 5.1 The liability of any member in default of payment of a call shall, if the Board so directs, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and the powers conferred on the Board by Regulation 18 and the provisions of Regulation 21 shall be extended accordingly.

6 Transfer of Shares

The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

7 Transmission of Shares

The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in

respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

8 Proceedings at general meetings

- 8.1 No business shall be transacted at a general meeting unless a quorum is present. Subject to clause 8.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 8.2 If the Company has only one member, that member present in person or by proxy (or if that member is a corporation, a duly appointed representative) shall be a quorum.
- 8.3 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 8.4 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
- 8.5 On a show of hands or on a poll votes may be given either personally or by proxy.

9 Number of directors

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

10 Alternate directors

- 10.1 A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.
- 10.2 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

11 Delegation of powers

The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

12 Appointment and retirement of directors

- 12.1 The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.
- 12.2 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
- 12.3 A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.
- 12.4 There is no age limit for directors of the Company.
- 12.5 A director is not required to hold any qualification shares in the Company.

13 Disqualification and removal of directors

- 13.1 Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):
- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
 - (e) he is otherwise duly removed from office; or
- 13.2 and adding the following paragraph:
- (f) he is removed from office by notice given by a member or members under Article 12.3.

14 Borrowing powers

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 Section 80 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.

15 Remuneration of directors

- 15.1 The directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in general meeting. Unless and until so determined, remuneration shall be at such rate as the Board shall from time to time determine. Such remuneration shall be deemed to accrue from day to day. The directors (including alternate directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company, or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. Regulations 82 and 83 shall not apply to the Company.
- 15.2 Any director, who, by request, performs special services or goes or resides abroad for any purposes of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a director shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine which shall be charged as part of the Company's ordinary working expenses.

16 Proceedings of directors

- 16.1 Regulation 88 of Table A shall be amended by adding to the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

the words:

unless he has given to the Company an address outside the United Kingdom to which notices should be sent.

- 16.2 If and so long as the minimum number of directors specified under these Articles is one:
- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
 - (b) regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect.
- 16.3 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in a meeting can hear each other. Participating in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
- 16.4 Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

17 The Seal

The directors shall decide whether the Company shall have a seal and if so shall provide for the safe custody of the seal and of any official seal for use abroad pursuant to the Statutes, and such seals shall only be used by the authority of the directors or a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and by the secretary or by any two directors. Regulation 101 of Table A shall not apply.

18 Share Certificates

In the event that the directors decide that the Company shall not have a seal then share certificates or other documents issued by the Company shall be signed by a director and by the secretary or by any two directors and expressed (in whatever form of words) to be executed by the Company and shall have the same effect as if executed under the common seal of the Company and Regulation 6 of Table A shall be modified accordingly.

19 Notices

Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

20 Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

21 Name and Address of subscriber


SAMANTHA GELDARD

18 CATHEDRAL YARD
EXETER
DEVON
EX1 1HE

Dated: 15 May 2003

Witness: 

Steven Carman
18 Cathedral Yard
Exeter
Devon
EX1 1HE

Paralegal