FILE COPY



OF A PRIVATE LIMITED COMPANY

Company No. 4789632

The Registrar of Companies for England and Wales hereby certifies that BLENHEIM CHAMBERS (178) 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 6th June 2003



N04789632Q





Please complete in typescript, or in bold black capitals.

Declaration on application for registration

Company Name in full

BLENHEIM CHAMBERS (178) LIMITED

KIM ABBOTT

ELGIN, LADBROKE, WARWICKSHIRE CULT 2BY

† 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

K AKbott

Declared at

FRIAR LANE, LEICESTER

LEI SRB

the

 \mathcal{L} SIHT

day of

JUNE

One thousand nine hundred and ninety

2∞3

O Please print name.

before me 0

AMANDA GEORGINA BADLEY

LANE

Signed

SPEARING WAITE

FRIAR

5PB

Date

3.6.02

262 4225

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

0116

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.

05/06/03

COMPANIES HOUSE Form revised March 1995 Registrar of Companies

DX number 10837

Companies House, Cro for companies registered

LE1

Companies House, 37 C for companies registered

When you have complete ∴ and signed the form please send it to the

DX exchange LEICESTER 1

SOLICITORS

LEICESTER

3 Way, Cardiff, CF4 3UZ

DX 33050 Cardiff England and Wales

stle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh Scotland



10

Please complete in typescript, or in bold black capitals. CHWP000

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

BLENHEIM CHAMBERS (178) LIMITED

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

Post town

County / Region

LEICESTERSHIRE

EICESTER

41, FRIAR LANE

Postcode

LEI SRB

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

Dantanda

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.

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COMPANIES HOUSE

SPEARING WAITE SOLICITORS

HI, FRIAR LANE, LEICESTER

LEI 5RB Tel 0116 262 4225

DX number 10837 DX exchange LEICESTER I

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

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)

•	Г			
	Company name	BLENHEIM CHAMBERS (178) LIMITED		
N/	AME *Style / Title	MRS *Honours etc		
* Voluntary details	Forename(s)	KIM LOPPAINE		
	Surname	ABBOTT		
	Previous forename(s)	NIA		
^{††} Tick this box if the	Previous surname(s)	MILES		
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	Address **	ELGIN		
		LADBROKE		
	Post town	SOUTHAM		
	County / Region	WARNICKSHIRE Postcode CV47 2BY		
Scottish firm, give the registered or principal office address.	Country			
omes address.	,	I consent to act as secretary of the company named on page 1		
	Consent signature	K. Albotto Date 3.6.03		
Directors (see no Please list directors in				
	NAME *Style / Title	M2 *Honours etc		
	Forename(s)	CHRISTOPHER WILLIAM EDWIN		
	Surname	GREENMAN		
** 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	Previous forename(s)	NA		
	Previous surname(s)	NA		
	Address **	16. LAKIN DRIVE		
		THORPE ASTLEY		
	Post town	LEICESTER		
	County / Region	LEICESTERSHIRE Postcode LE3 3RR		
	Country			
registered or principal office address.		Day Month Year		
	Date of birth	2,2171968 Nationality BRITISH		
	Business occupation	SOLICITOR		
	Other directorships			
		I consent to act as director of the company named on page 1		
	Consent signature	e Caro Ges Date 3.6.03.		

Directors (see notes 1-5)								
Please list directors in alphabetical order NAME *Style / Title			*Noncura eta					
IN.	IAIVIE "SI	yle / Title	*Honours etc					
* Voluntary details	Fore	ename(s)						
th 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.		Surname						
	Previous for	ename(s)						
	Previous st	ımame(s)						
	Address ††	Ī						
	`	L						
		_						
		Post town	·					
	Count	y / Region	Po	stcode				
		Country						
	Date of birth		Day Month Year					
			Nationali	ty				
	Business oc	cupation						
	Other directorships							
Consent signature		1	I consent to act as director of the company	y named o	n page 1			
			Date					
			<u> </u>					
This section signed by ei	ther an	Signed	Cee Geer	Date	8.6.03			
agent on be subscribers subscribers (i.e those whas members memorandurassociation		Signed		Date				
		-						
	_	Signed		Date				
		Signed		Date				
	<i>,</i> ·	•						
		Signed		Date				
		Signed		Date				
		Signed		Date				

MEMORANDUM OF ASSOCIATION

of

BLENHEIM CHAMBERS (178) LIMITED

SPEARING WAITE

41 Friar Lane Leicester LE1 5RB Tel: 0116 262 4225

Fax: 0116 251 2009

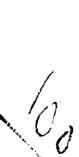




COMPANIES HOUSE

05/06/03

- 1 The Company's name is BLENHEIM CHAMBERS (178) LIMITED.
- 2 The Company's registered office is to be situated in England and Wales.
- The objects for which the Company is established are: 3
 - (A) (i) to carry on business as a general commercial company; and
 - any other trade or business which may seem to the Company and its (ii) directors to be beneficial and to directly or indirectly benefit all or any of the business of the Company.
 - To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, (B) hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be deemed convenient or necessary or in connection with Company's business or subsidiary thereof.
 - (C) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other company.
 - To sell or otherwise dispose of the whole or any part of the business and/or (D) undertaking of the Company, either together or in portions for such consideration and on such terms as may be deemed expedient.
 - (E) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.
 - (F) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be deemed expedient, and to dispose of or vary any such investments or securities.
 - (G) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.
 - To lend or advance money or give credit to such persons or companies and on (H) such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.



- (I) To borrow and raise money and to obtain and utilise banking facilities of any nature on any terms and for any purposes whatsoever, including but not limited to facilities for the issue by any bank or financial institution of bonds, guarantees, indemnities, documentary and other credits to any person in respect of the obligations or purported obligations of the Company, and to give counter-indemnities on any terms to any banks or financial institutions issuing such bonds, guarantees, indemnities, documentary or other credits and to secure any debt or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company and by the creation and issue on any terms of debentures, debenture stock or other securities of any description.
- **(J)** To enter into any guarantee, bond, indemnity or counter-indemnity and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities of or by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other objects of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner whatsoever, the payment or repayment of any moneys secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a subsidiary or holding company of the Company or a subsidiary of any such holding company or is otherwise associated with the Company in business.
- (K) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be deemed expedient.
- (L) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one

- way and partly in another, and generally on such terms as may deemed expedient.
- (M) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be deemed expedient.
- (N) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be deemed expedient.
- (O) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein.
- (P) To issue discount, accept, draw and negotiate cheques, bills of exchange, bills of lading, warrants, debentures, promissory notes and other negotiable or transferable instruments.
- (Q) To establish and maintain or procure the establishment and maintenance of, any pension, superannuation funds or retirement benefits schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

- (R) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.
- (S) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (T) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be deemed expedient, and either gratuitously or otherwise.
- (U) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.
- (V) To distribute among the members of the Company in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (W) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.
- (X) To do all such other things as are incidental or conducive to the above objects or any of them.
- (Y) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

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 provision 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 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 United Kingdom 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 members is limited.
- 5 The Company's share capital is £100 divided into 100 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 Addresses of Subscribers

Number of Shares
Signature of
taken by
Subscriber

Subscriber Co.O.O.O.

Christopher Greenman

16, Lakin Drive, Leicester LE3 3RR

1

1

Total Shares taken

DATED this third day of June 2003

Signature of witness:

Full name of witness: Amanda Badley

Address: 1, Sidney Road, Leicester LE2 3JS

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BLENHEIM CHAMBERS (178) LIMITED

SPEARING WAITE

41 Friar Lane Leicester LE1 5RB

Tel: 0116 262 4225 Fax: 0116 251 2009

1. PRELIMINARY

- (A) The Regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as 'Table A') as amended at the date of adoption of these Articles shall apply to the Company save in so far as they are excluded or varied by these Articles.
- (B) Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meaning so defined.

2. SHARES

- (A) Subject to Section 80 of the Act and to the following provisions of Article 2(B) below the shares comprised in the authorised share capital with which the Company has been incorporated shall be under the control of the Directors and the Directors shall have power to offer, allot, grant options over or otherwise dispose of any shares, to such persons, at such times and generally on such terms and in the manner as they think fit.
- (B) (i) The Directors are generally and wholly authorised for the purposes of Section 80 of the Act, to allot relevant securities (as defined in Section 80) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital.
 - (ii) The authority to allot relevant securities shall expire on the fifth anniversary of the date of incorporation of the Company. The authority hereby given may at any time (subject to the said Section 80) be renewed, varied or revoked by Ordinary Resolution of the Company in General Meeting.
 - (iii) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such an offer or agreement would or may require allotment of the relevant securities after the expiration of such authority, and accordingly, the Directors may at any time allot any relevant securities in pursuance of such an offer or agreement.
 - (iv) In exercising their authority under this Article the Directors shall not be required to have regard to Sections 89(1) and 90(1) to (6) (inclusive) of the Act which shall be excluded.
 - (C) (i) 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 possible to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct.
 - (ii) The offer shall be made by written notice specifying the number of shares offered and the price, and shall invite each Member to state in writing within a period of not less than 28 days whether they are willing to accept any of the shares offered and if so the maximum number they are prepared to take.

- (iii) Following expiry of the specified period for acceptance in the offer notice the directors shall allocate the shares offered to or amongst the Members who shall have notified to the Directors their willingness to take any of the shares offered but so that no Member shall be obliged to take more than the maximum number of shares they have specified they are willing to take.
- (iv) If any of the shares offered remain unallocated after the initial offer the Directors shall make a further offer in writing on the same terms as the initial offer to Members who shall have expressed their willingness to purchase the shares offered and if there is more than one Member to whom they shall be offered then the further offer shall be pro rata to their existing holdings of shares.
- (v) 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 any such Special Resolution as aforesaid shall be under the control of the Directors, who shall be entitled to dispose of these shares to such persons on such terms and in such manner as they think fit save that these shares shall not be disposed of on terms which are more favourable to their subscribers than the terms on which they were offered to the Members. The foregoing provisions of this Article shall have effect subject to Section 80 of the Act.
- (D) The Company shall have a first and paramount lien on all shares (whether or not it is a fully paid share), for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, 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 for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder of it or shall be one of several joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable on it. Regulation 8 of Table A shall not apply to the Company.
- (E) Subject to the Provisions of Part V of the Act
 - (i) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by a Special Resolution of the Company in General Meeting before a contract is entered into.
 - (ii) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give any such financial assistance, or to make any such payment out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be authorised by a Special Resolution of the Company in General Meeting.

3. GENERAL MEETINGS AND RESOLUTIONS

- (A) An Annual General meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by a shorter notice if it is so agreed.
- (B) No business shall be transacted at any General Meeting unless a quorum is present. Subject to Article 3(E) 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.
- (C) If a quorum is not present within half an hour from the time appointed for a General Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and location or to such other day, time and location as the Directors may determine; if a quorum is not present at the adjourned General Meeting within half an hour from the time appointed the adjourned General Meeting shall be dissolved.
- (D) Regulations 40 and 41 in Table A shall not apply to the Company.
- (E) If the Company has only one Member, that Member present in person or by proxy or (if that Member is a Corporation) a duly authorised representative shall be a quorum.
- (F) If the Company has only one Member and that Member makes a decision which is required to be taken in General Meeting or by a Written Resolution, that decision shall be as valid and effective as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act. Any decisions shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

4. DIRECTORS

- (A) Regulation 64 of Table A shall not apply to the Company.
- (B) Unless and until the Company in General Meeting shall otherwise determine, there shall be no limitation as to the number of Directors. Whenever the minimum number of Directors shall be one, a sole Director may exercise all the powers and authorities vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
- (C) The Directors of the Company shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
- (D) (i) No person shall be appointed a Director at any General Meeting unless either he or she is recommended by the Directors or if not less than fourteen nor more than thirty-five clear days before the General Meeting date, 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.

- (ii) Subject to the above the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act as a Director, either as an additional Director or to fill a vacant position.
- (iii) In Regulation 84 of Table A there shall be inserted in the third sentence after the words "shall terminate" the parenthesis (unless the terms of his appointment otherwise provides)
- (E) In the case where as the result of the death of a sole Member of the Company whereon the Company has no Members and no Directors the personal representatives of the deceased member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to paragraph (D) (ii) above.
- (F) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 of the Act, 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.
- (G) A Director, or any such other person as is mentioned in Regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meetings or committees of the Directors to one vote for every Director whom he/she represents in addition to his/her own vote (if any) as a Director, but in relation to determining a quorum he or she shall count as only one.

5. GRATUITIES AND PENSIONS

The Directors shall have the power to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any Director or former Director of the Company or any subsidiary or holding company of the Company or another subsidiary of any such holding company and for the purposes of providing any such pensions or other benefits to contribute to any scheme or fund or to pay any premiums (whether before or after such Director ceases to hold office or employment). A Director may vote at a meeting of Directors in respect of any matter referred to in this Article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply to the Company.

6. DIRECTORS INTERESTS

Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in the manner provided by Section 317 of the Act he shall be counted in the quorum of any meeting of Directors at which it is considered and shall be entitled to vote as a Director in respect of it. Regulation 94 of Table A shall not apply to the Company.

7. INDEMNITY

Subject to the provisions of Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him or her in or about the execution and discharge of the duties of his or her office.

8. COMPANY SEAL

The obligation under Regulation 6 of Table A relating to the sealing of Share Certificates shall only apply if the Company has a seal.

9. TRANSFER OF SHARES

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. Regulation 24 of Table A shall not apply to the Company.

Name and Address of Subscriber

Number of Shares

Signature of

taken by

Subscriber

Subscriber

1

Total Shares taken

DATED this third day of June 2003

Signature of witness:

Full name of witness: Amanda Badley

Address: 1, Sidney Road, Leicester LE2 3JS