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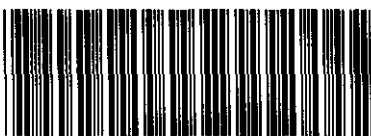
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4947883

The Registrar of Companies for England and Wales hereby certifies that
GCG (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 30th October 2003



N04947883U



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
Incorporating

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

1947883

Company Name in full

GCG (2003) LIMITED

100598/20

I, STEPHEN AGUILAR-MILLAN

of 6 GREENWAYS CLOSE, IPSWICH, IP1 3R3

† 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

S. J. Aguilar-Millan

Declared at

7 Northgate Street, Ipswich, Suffolk IP1 3BX

Day Month Year

On

24 10 2003

• Please print name.

before me •

STEPHEN JAMES FIRMIN

Signed

Stephen James Firmin

Date

24th October 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

THE GREENWAYS PARTNERSHIP

SARACEN'S HOUSE

25 ST. MARGARETS GREEN

IPSWICH

IP4 2BN

Tel

DX number

DX exchange

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



A34
COMPANIES HOUSE

0159
29/10/03

Form revised June 1998



Companies House

for the registrar

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

GCG (2003) LIMITED

Proposed Registered Office

6 GREENWAYS CLOSE

(PO Box numbers only, are not acceptable)

Post town

IPSWICH

County / Region

SUFFOLK

Postcode

IP1 3RB

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

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.

THE GREENWAYS PARTNERSHIP

SARACEN'S HOUSE

25 ST. MARGARETS GREEN

IPSWICH

Tel

IP4 2BN

DX number

DX exchange



A34
COMPANIES HOUSE

0158
29/10/08

Form revised July 1998

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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

GCG (2003) LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

STEPHEN JOHN

Surname

AGUILAR - MILLAN

Previous forename(s)

Previous surname(s)

Address

6 GREENWAYS CLOSE

Usual residential address

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

Post town

IPSWICH

County / Region

SUFFOLK

Postcode

IP1 3RB

Country

U.K.

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

Consent signature

S.J. Aguilar-Millan

Date

23/10/2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

STEPHEN JOHN

Surname

AGUILAR - MILLAN

Previous forename(s)

Previous surname(s)

Address

6 GREENWAYS CLOSE

Usual residential address

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

Post town

IPSWICH

County / Region

SUFFOLK

Postcode

IP1 3RB

Country

U.K.

Day Month Year

Date of birth

18 01 1958

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

THE GREENWAYS PARTNERSHIP LIMITED

RUSHAM ASSOCIATES LIMITED

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

Consent signature

S.J. Aguilar-Millan

Date

23/10/2003

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)	JOANNE MARY		
	Surname	AGUILAR - MILLAN		
	Previous forename(s)			
	Previous surname(s)			
Address	6 GREENWAYS CLOSE			
Usual residential address				
For a corporation, give the registered or principal office address.	Post town	IPSWICH		
	County / Region	SUFFOLK	Postcode	IP1 3RB
	Country	U.K.		
	Date of birth	Day	Month	Year
		1	6	05
		1	9	62
	Nationality	BRITISH		
	Business occupation	COMPANY DIRECTOR		
	Other directorships	THE GREENWAYS PARTNERSHIP LIMITED		
		RUSHAM ASSOCIATES LIMITED		
	I consent to act as director of the company named on page 1			
Consent signature	Joanne Aguilar-Millan		Date	23/10/2003

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

S.S. Aguilar-Millan
Director of Rusham Associates Ltd.

23/10/2003

265788

29 OCT 2003

1005918-20

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

GCG (2003) LIMITED



1. The Company's name is **GCG (2003) Limited**.
2. The Company's registered office is to be situated in England.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute such amount as may be required (not exceeding £10) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum.

Names and Addresses of Subscribers

Rusham Associates Limited
6 Greenways Close
Ipswich
Suffolk
IP1 3RB

S. S. Aguilar-Millan

Director of Rusham Associates Limited

Dated 24th October 2003

Witness to the above signature

Joanne Aguilar-Millan

Joanne Aguilar-Millan
Company Secretary
6 Greenways Close
Ipswich
Suffolk
IP1 3RB

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

GCG (2003) LIMITED

1. Preliminary

Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

2. Interpretation

In regulation 1 of Table A, the definition of "the holder" shall be omitted.

3. Members

The subscribers to the Memorandum of Association of the company and such other persons as are admitted to membership in accordance with the Articles, shall be members of the company. No person shall be admitted as a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors required executed by him.

4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

5. Notice of General Meeting

In regulation 38 of Table A:-

- (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right"
- (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

6. Proceedings at General Meetings

The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.

7. Paragraph (d) of regulation 46 of Table A shall be omitted.

8. Votes of Members

On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

9. Directors' Expenses

The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

10. Proceedings of Directors

In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

11. Minutes

The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

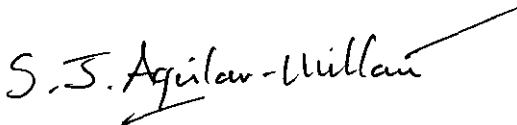
12. Notices

The second sentence of regulation 112 of Table A shall be omitted.

13. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

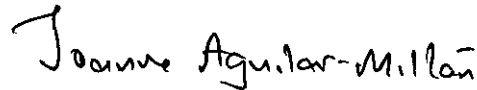
NAMES AND ADDRESSES OF SUBSCRIBER

Rusham Associates Limited
6 Greenways Close
Ipswich
Suffolk
IP1 3RB


Director of Rusham Associates Limited

Dated 24th October 2003

Witnesse to the above signature


Joanne Aguilar-Millan
Company Secretary
6 Greenways Close
Ipswich
Suffolk
IP1 3RB