



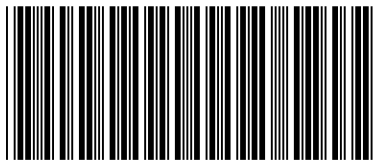
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4959934

The Registrar of Companies for England and Wales hereby certifies that
TEPID KIPPER LTD

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 11th November 2003



N04959934H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

4959934

Company name

TEPID KIPPER LTD

I,

BRIGHTON DIRECTOR LIMITED

of

3 MARLBOROUGH ROAD
LANCING BUSINESS PARK
LANCING
WEST SUSSEX
BN15 8UF

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House

— for the record —

10(ef)

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



XMHCSPYR

Received for filing in Electronic Format on the: 11/11/2003

*Company Name
in full:* **TEPID KIPPER LTD**

*Proposed Registered
Office:* **1ST FLOOR
32-34 HIGH STREET
RINGWOOD
HAMPSHIRE
BH24 1AG**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **BRIGHTON FORMATIONS LIMITED**
Agent's Address: **3 MARLBOROUGH ROAD
LANCING
WEST SUSSEX
BN15 8UF**

Company Secretary

Name **BRIGHTON SECRETARY LIMITED**

Address: **3 MARLBOROUGH ROAD
LANCING BUSINESS PARK
LANCING
WEST SUSSEX
BN15 8UF**

Consented to Act: **Y** *Date authorised* **11/11/2003** *Authenticated:* **Y**

Director 1:

Name **BRIGHTON DIRECTOR LIMITED**

Address: **3 MARLBOROUGH ROAD
LANCING BUSINESS PARK
LANCING
WEST SUSSEX
BN15 8UF**

Consented to Act: **Y** *Date authorised* **11/11/2003** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **11/11/2003** *Authenticated:* **Yes**

The Companies Acts 1985 to 1989
Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

1. The Company's name is "TEPID KIPPER LTD"
2. The registered office of the company will be situated in England and Wales
3. The objects for which the company is established are

(a) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely:

a general commercial company;

manufacturers; importers; exporters; agents; dealers (both wholesale and retail) in all articles of commercial manufacturing personal and household use and consumption and in all kinds of raw materials; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers; property managers; investors in property; estate agents; insurance agents and brokers; accountants; financiers; finance agents and commodity nominees; auctioneers; factors; brokers; executor; administrator; receiver for or otherwise on behalf of Companies, Corporations, firms or persons; builders; scaffolders; contractors; heating and ventilation engineers and contractors; refrigerator engineers; specialists and contractors; decorators; painters; bricklayers; carpenters; shunting manufacturers and electricians; cinema public works contractors; plumbers; plumbers; electricians; chisellers; builders and decorators; merchants; civil mechanics; constructional; agriculturists; consulting; roofing electricians and general engineers; welders; sheet metal workers; clocksmiths; motor engineers; garage proprietors; car hire service; taxi proprietors and operators; travel agents; tour operators; proprietors of vehicles and vehicles of all kinds; transport and haulage contractors; general engineers; toolmakers; booking agents for and managers of theatres, cinemas and all other kinds of entertainments and sporting events; hotel and sporting areas; landlords of their branches; proprietors of shops, cafes, clubs, hotels and restaurants; catering contractors; restaurateurs and proprietors of kind; wine and spirit merchants; butchers; grocers; greengrocers; bakers; bakers and confectioners; farmers; florists; horticulturists; doctors; confectioners; tobacconists; ironmongers; hardware merchants; dealers in pictures of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio, television and electrical dealers; dealers and operators; toys; games and sports equipment dealers; photographers and picture mail order; photographic materials and equipment; film producers and distributors; textile merchants; makers; fashion designers; ladies' and gentlemen's dressmakers; tailors; coat and shoe retailers; perfume and fragrance dealers; manufacturers; manufacturing and retail chemists; printers; publishers; stationers; advertising and publicity agents; public relations specialists; consultants; business transfer agents and employment agents; computer operators; programmers and dealers; website designers and information technology etc.; e-commerce traders; market research sociologists; business advisers; valuer and sociologists; dyers and cleaners; dry cleaners; proprietors of laundries etc.; excavation and demolition contractors; provision of security services; scrap metal and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world

(b) To carry on any other business which in the opinion of the director(s) of the company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above businesses or to be carried out directly or indirectly to enhance the value of or render profitable any of the property of the company or to further any of its objects.

(c) To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere, in any part of the world any patents, patent rights, copyrights, inventions, designs, concessions, secret processes, trade marks, licences and trade secrets and to alter, discard, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in maintaining, renewing, extending or improving any such patents, inventions or rights.

(d) To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any real estate, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company.

(e) To enter into partnership or into any arrangement for sharing profits or to associate with any person firm or company carrying on or proposing to carry on any business which the Company is authorized to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(f) To acquire an interest in, amalgamate with or enter into partnership or into any arrangement with sharing profits or partnership, joint venture, joint interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.

(g) To enter into any arrangement with any government or authorities supreme, local, municipal or otherwise or any company or person that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government or authority any rights, charters, licences, privileges or concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.

(h) To draw make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(i) To invest and deal with the moneys of the Company not immediately required in any manner and to hold sell or otherwise deal with any investments made.

(j) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures and other negotiable or transferable instruments.

(k) To issue, place, underwrite or guarantee the subscription of, or contract or assent in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(l) To lend money or give loans to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee and to secure the debts or obligations contracts or engagements of any other company or person.

(m) To raise or borrow money in such a manner as the Company shall think fit and to secure the repayment of any such money raised borrowed or owing by, mortgage, lien charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital and also by a similar mortgage, lien charge or security to secure and guarantee the performance of the Company of any obligation or liability it may undertake or which may become binding on it.

(n) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect to the promotion, formation and incorporation of the Company or to contract with any person firm or company to pay the same or to pay commissions to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares, debentures or other securities of the Company.

(o) To remunerate any person firm or company rendering services to the company in such manner as may be thought expedient.

(p) To subscribe to or support any charitable object or any institution and to give pensions bonuses gratuities or assistance to any person who is serving or has served the Company, whether as a director employee or otherwise and his family and dependents; to make payments towards insurance; and to establish, form and contribute to provident superannuation and other similar funds and to the associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.

(q) To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company; but so that no distribution or cutting to a member or members of the Company be made except with the sanction in the time being required by law.

(n) To do all or any of the above things in any part of the world alone or in conjunction with others and either as principals, agents, co-venturers, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(o) To improve, develop, manage, grant rights or privileges in respect of, construct, repair, let on lease or otherwise, exchange, mortgage, charge, dispose of, sell, grant licences in respect of, turn to account, grant licences in respect of, or otherwise deal with all or any part of the property and rights of the Company and its real and personal.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, securities or securities of any company purchasing the same.

(q) To do all such other things as may be deemed prudent or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

(i) The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses by reference to or inference from the name of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the sub-clauses defined the objects of a separate and distinct company.

(ii) The word "Company" except where used in reference to this Company shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £1000 divided into 1000 Ordinary shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such conditions, attached or otherwise, rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

The subscriber to this Memorandum of Association was in its formation the Company pursuant to this Memorandum and agrees to take the number of shares stated opposite his name.

Name and Address of the subscriber: Number of shares taken by subscriber:

BROUGHTON DIRECTOR LIMITED One
5 MARLBOROUGH ROAD
LANDING BUSINESS PARK
LANSING
WILMSLORE
EN10 6UF

Total shares taken One

Dated: 11/1/2000

COMPANIES ACTS, 1985 TO 1999
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
TEPID KIPFER LTD

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided by the regulations contained in The Companies (Tables A to F) Regulations 1985 as in force at the date of incorporation of the Company. Such regulations (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 60, 61, 64, 73, 74, 75, 81(a), 82, 84, 86, 87 and 88 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

GENERAL MEETINGS

3. In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company. Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company.

4. One member may constitute a quorum where the Company is a single member company.

AUDITORS

5. The appointment of an auditor shall be subject to the regulations concerning nomination from such an appointment where the relevant criteria as deemed by the Act are met.

SHARE CAPITAL

6. The Company is a private company limited by shares, within the meaning of the Act.

7. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to either grant options over or otherwise dispose of the original share in the capital of the company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 8 and 9 herein and provided that no share shall be issued at a discount.

8. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares of the time being unissued and any new shares from time to time to be created, shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and indicating a time within which the offer first accepted shall be deemed declined, and after the expiration of such time or receipt of an answer from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the shares in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article.

9. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undersold in any manner he may think fit within three months from the date of the aforesaid notice. Where the Company has no auditor an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price.

APPOINTMENT OF DIRECTORS

10. The first director or directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association pursuant to section 10 of the Act.

11. Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one.

12. A person may be appointed a director of the Company notwithstanding that he has attained the age of seventy years and no directors shall be liable to vacate the office by reason only of his having attained that age or any other age.

PROCEEDINGS OF DIRECTORS

13. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

14. The necessary quorum for the transaction of the business of the directors may be fixed by them and, unless so fixed, shall be two, except when one director is in office. A person who holds office only as an alternate director shall if his appointer is not present, be counted in the quorum.

15. The directors may exercise all of the powers mentioned in the Memorandum of Association part B.

SECRETARY

16. The first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association pursuant to Section 16 of the Act.

SEAL

17. In accordance with the provisions of the Act the Company need not have a seal. If it does have a seal Regulation 131 of Table A shall apply.

Name and Address of Subscriber:

BRIGHIDMUR CLIFF LIMITED
5 MARLBOROUGH ROAD
LANDING HURST, ESMARK
LANDING
WEST SUSSEX
BN15 8LW

Dated: 11/11/2003