

FILE COPY



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

Company No. 5026914

The Registrar of Companies for England and Wales hereby certifies that

MARY NEWCO LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 27th January 2004



N05026914E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript
or in bold black capitals

CHFP047

Oyez

Declaration on application for registration

05026914

Company Name in full

Mary Newco Limited

I, Tiffany Louise Findlay

of 23 Winslow Road, Hammersmith, London W6 9SF

† Please delete as appropriate

do solemnly and sincerely declare that I am a †[Solicitor engaged in the
formation of the company] ~~XXXXXX~~

~~XXXXXX~~ 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



Declared at

65 FLEET STREET, LONDON, EC4Y 1HS

Day Month Year

on

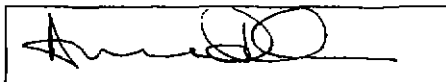
26 01 2004

• Please print name

before me •

ANNE DOLAN

Signed



Date

26/1/04

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

FRESHFIELDS BRUCKHAUS DERINGER

65 FLEET STREET, LONDON, ENGLAND, UNITED KINGDOM

EC4Y 1HS

Tel 020 7936 4000

DX number 23

DX exchange LONDON/CHANCERY LANE

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**

Form revised July 1998

Please complete in typescript,
or in bold black capitals.

CHFP041

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

Notes on completion appear on final page

Company Name in full

05026914

Mary Newco Limited

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

Hays House

Millmead

Post town

Guildford

County / Region

Surrey

Postcode

GU2 4HJ

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

3

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.

FRESHFIELDS BRUCKHAUS DERINGER

65 FLEET STREET, LONDON, ENGLAND, UNITED KINGDOM

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

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

Mr

*Honours etc

*Voluntary details

Forename(s)

Stephen John

Surname

Charnock

Previous forename(s)

Previous surname(s)

Address ††

35 Broadwater Close

Burwood Park

Post town

Walton on Thames

County / Region

Surrey

Postcode

KT12 5DD

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

Consent signature

S. S. Charnock

Date

23/1/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

John Walley

Surname

Martin

Previous forename(s)

Previous surname(s)

Address ††

Locksley

Tennyson's Lane

Post town

Haslemere

County / Region

Surrey

Postcode

GU27 3AF

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

Date of birth

Day Month Year
1 | 7 | 0 | 4 | 1 | 9 | 6 | 6

Nationality

British

Business occupation

Chartered Accountant

Other directorships

Hays Plc

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

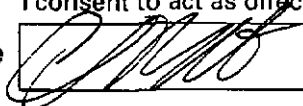
Consent signature


John Martin

Date


22/1/04

Directors (continued) (see notes 1-5)Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc						
Forename(s)	Colin Stephen								
Surname	Matthews								
Previous forename(s)									
Previous surname(s)									
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address †	DX HOUSE							
		RIDGEWAY							
	Post town	IVER							
	County / Region	BUCKINGHAMSHIRE	Postcode	SL0 9SQ					
	Country								
Date of birth	Day	Month	Year	Nationality					
	2	0	0	4	1	9	5	6	British
Business occupation	Executive Director								
Other directorships	Hays Plc								
I consent to act as director of the company named on page 1									
Consent signature				Date	20/1/04				

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**

22/1/04

Signed**Date**

20/1/04

Signed**Date****Signed****Date****Signed****Date****Signed****Date**

Individual Profile

Colin Stephen Matthews

Personal Details

Title.
Honours.
Surname. Matthews
Forenames: Colin Stephen
Preferred Forenames
Nationality. British
Occupation. Executive Director
NI Number: WE 86 90 67 D
Date Of Birth: 20 April 1956
Ident Number
Passport Number.

Addresses

Form Address

Date of Effect

Current Directorships

Company Name	Title	Appointment	Cessation
Hays Commercial Services Limited*		01-Nov-2002	
Hays Distribution Services Ltd*		01-Nov-2002	
Hays Holdings Ltd		01-Nov-2002	
Hays Overseas Holdings Limited		01-Nov-2002	
Hays Personnel Services (Holdings) Ltd		01-Nov-2002	
Hays plc		01-Nov-2002	
Lindley Educational Trust Ltd		29-Jul-2002	
Severn Trent plc	Non-executive	17-Oct-2003	

Past Directorships

Company Name	Title	Appointment	Cessation
British Airways Avionic Engineering Ltd		01-Apr-1998	04-Mar-1999
British Airways Maintenance Cardiff Ltd		13-Feb-1997	04-Mar-1999
British Airways Pension Trustees Ltd		12-Nov-1997	05-Sep-2001
Lattice Group plc		01-Nov-2001	31-Oct-2002
Transco Holdings plc		12-Nov-2001	31-Oct-2002
Transco plc		12-Nov-2001	31-Oct-2002

Individual Profile

John Walley Martin

Personal Details

Title:

Honours:

Surname Martin

Forenames: John Walley

Preferred Forenames:

Nationality: British

Occupation: Chartered Accountant

NI Number: NH 83 51 55 B

Passport Number: 013103174

Date Of Birth: 17 April 1966

Ident Number:

Addresses

Form Address

Locksley
Tennyson's Lane
Haslemere
Surrey
GU27 3AF

Date of Effect

Current Directorships

Company Name	Title	Appointment	Cessation
Hays Ascena (Austria) GmbH Personnel Services		03-Sep-2003	
Hays Ascena AG	Supervisory Board	28-Feb-2003	
Hays Commercial Services Limited*		14-Mar-2003	
Hays Distribution Services Ltd*		14-Mar-2003	
Hays Holdings BV	Supervisory Board	17-Oct-2003	
Hays Holdings Ltd		14-Mar-2003	
Hays Overseas Holdings Limited		14-Mar-2003	
Hays Personnel Services (Holdings) Ltd		14-Mar-2003	
Hays Personnel Services Ltd		08-Dec-2003	
Hays plc		04-Mar-2003	
Hays Shared Services Limited		23-May-2003	

Past Directorships

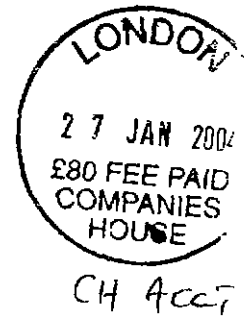
Company Name	Title	Appointment	Cessation
Applied IT (Leasing) Limited		14-Mar-2002	01-Aug-2002
Bactonfield Limited		14-Mar-2002	01-Aug-2002
Banking Personnel Assignments Limited		14-Mar-2002	01-Aug-2002
Computer Team Group Limited		14-Mar-2002	01-Aug-2002
Hays Overseas (Portugal) SGPS Lda		15-Mar-2002	28-Aug-2002
Hays Personnel (Managed Solutions) Limited		14-Mar-2002	01-Aug-2002

Individual Profile

John Walley Martin

Hays Personnel Interim SASU	President	22-Mar-2002	13-Sep-2002
Hays Personnel NV/SA (Bel)		14-Mar-2002	16-Aug-2002
Hays Personnel Payroll Services Ltd		14-Mar-2002	01-Aug-2002
Hays Personnel Services (Holdings) Ltd		14-Mar-2002	01-Aug-2002
Hays Personnel Services España SA		01-May-2002	01-Oct-2002
Hays Personnel Services Ltd		14-Mar-2002	01-Aug-2002
Hays SRA Limited		14-Mar-2002	01-Aug-2002
Hays Telecoms Limited		14-Mar-2002	01-Aug-2002
Hays Tumgate Limited		14-Mar-2002	01-Aug-2002
Hays ZMB Limited		14-Mar-2002	01-Aug-2002
HaysP - Recrutamento, Seleccao e Empresa de Trabalho Temporario, Unipessoal, LDA		15-Mar-2002	28-Aug-2002
HS Managed Insourcing Limited		14-Mar-2002	01-Aug-2002
Hutchinson Smith Limited		14-Mar-2002	01-Aug-2002
Hutchinson Smith Recruitment Limited		14-Mar-2002	01-Aug-2002
Macleod Group Limited		14-Mar-2002	01-Aug-2002
Myriad Computer Services Limited		14-Mar-2002	01-Aug-2002
Owen Thornhill and Harper Limited		14-Mar-2002	01-Aug-2002
Zarak Services ESOP Trustees Limited		14-Mar-2002	01-Aug-2002
Zureka Limited		14-Mar-2002	01-Aug-2002

05026914



COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MARY NEWCO LIMITED

- 1 The name of the Company is "Mary Newco Limited"
- 2 The registered office of the Company is to be situated in England and Wales
- 3 The objects for which the Company is established are
 - (a) To carry out a business-to-business mail and parcel delivery service and any associated activities
 - (b) To carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the board of directors directly or indirectly to advance the interests of the Company.
 - (c) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem to the board of directors desirable for the purpose of the Company's affairs
 - (d) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire
 - (e) To invest and deal with the moneys of the Company not immediately required in any manner and hold and deal with any investment so made

- (f) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option and acquisition schemes, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated with the Company or with any such subsidiary company or to or for or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as may seem to the board of directors directly or indirectly to advance the interests of the Company
- (g) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments
- (h) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or companies as may seem to the board of directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company
- (i) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem to the board of directors to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company
- (j) To sell, lease, dispose of, grant rights over or otherwise deal with the whole or any part of the undertaking, property or assets of the Company on such terms as the board of directors may decide, and to distribute any property or assets of the Company of whatever kind in specie among the members of the Company
- (k) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part, or by any other method the board of directors thinks fit
- (l) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on all or any of the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and

underwriting in respect of any such issue on such terms as the board of directors may decide

- (m) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company and generally to carry on the business of a holding company
- (n) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the board of directors thinks fit
- (o) To raise or borrow money in such manner as the board of directors thinks fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, for such purposes and in such circumstances and on such terms and conditions as the board of directors thinks fit
- (p) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company, in such circumstances and on such terms and conditions as the board of directors thinks fit
- (q) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.
- (r) To contribute to or support any public, general, political, charitable, benevolent or useful object, which it seems to the board of directors to be in the interests of the Company or its members to contribute to or support
- (s) To do all or any of the things stated in this clause 3 in any part of the world whether as principal, agent or trustee or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise
- (t) To do all such other things as the board of directors considers will further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this clause 3

4. The objects stated in each part of clause 3 shall not be restrictively construed but shall be given the widest interpretation. In clause 3, the word "company" shall be deemed, except where used to refer to the Company, to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere. Except where the context expressly so requires, none of the sub-clauses of clause 3, or the objects stated in clause 3, or the powers conferred by clause 3 shall be limited by, or be deemed subsidiary or auxiliary to, any

other sub-clause of clause 3, or any other object stated in clause 3 or any other power conferred by clause 3

5 The liability of the members is limited

6 The share capital of the Company is £10 divided into 1000 shares of £0.01 each

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum We agree to take the number of shares shown opposite our respective names

Name and address of subscriber

Number of shares taken

John Walley Martin
Locksley
Tennyson's Lane
Haslemere
Surrey
GU27 3AF

John Martin 1

Occupation Chartered Accountant

Colin Stephen Matthews
Brae Cottage
Bute Avenue
Richmond
Surrey
TW10 7AX

CSM 1

Occupation Executive Director

Total shares taken 2

Date

23-01-04

Witness to signatures

Jon Welbourn-Green
22 Foxholes
Ludgewick West Sussex
BN12 3DX

[Signature]

COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MARY NEWCO LIMITED

PRELIMINARY

Table A

1 The regulations in Table A in the schedule to the Companies (Table A to F) Regulations 1985 as amended before the date of incorporation of the company (*Table A*) apply to the company except to the extent that they are excluded or modified by these articles

**Table A
exclusions**

- 2 The following parts of Table A do not apply to the company
- (a) in regulation 1, the final paragraph and the definitions of *the articles*, *communication*, *electronic communication*, *executed* and *the seal*,
 - (b) regulation 24,
 - (c) regulation 53,
 - (d) regulations 60 and 61,
 - (e) regulation 62,
 - (f) regulation 63,
 - (g) regulation 64,
 - (h) regulations 65, 67 and 68,
 - (i) regulation 72,
 - (j) regulations 73 to 80 inclusive,

- (k) regulations 88, 89 and 90,
- (l) regulation 93,
- (m) regulations 94 to 98 inclusive,
- (n) regulation 101,
- (o) regulations 111, 112, 113, 115 and 116

Construction

3 In these articles

- (a) **address**, in relation to electronic communications, includes any number or address used for the purposes of such communications,
- (b) **articles** means these articles of association incorporating Table A (as applicable to the company), as altered from time to time by special resolution,
- (c) **auditors** means the auditors of the company,
- (d) **director** means a director of the company and **the directors** means the directors or any of them acting as the board of directors of the company,
- (e) **dividend** means dividend or bonus,
- (f) references to a **document** include, unless the context otherwise requires, references to an **electronic communication**,
- (g) **electronic communication** means, unless the contrary is stated, an electronic communication (as defined in the Electronic Communications Act 2000) comprising writing,
- (h) **electronic signature** has the meaning given by section 7(2) of the Electronic Communications Act 2000,
- (i) references to a document being **executed** include references to its being executed under hand or under seal or, in the case of an electronic communication, by electronic signature,
- (j) references to an **instrument** mean, unless the contrary is stated, a written document having tangible form and not comprised in an electronic communication (as defined in the Act),
- (k) **paid** means paid or credited as paid,
- (l) **seal** means the common seal of the company and includes any official seal kept by the company by virtue of section 39 or 40 of the Act,
- (m) references to a notice or other document being **sent** or **given** to or by a person mean such notice or other document, or a copy of such notice or other document, being sent, given, delivered, issued or made available to or by, or

served on or by, that person by any method authorised by these articles, and *sending* and *giving* shall be construed accordingly,

- (n) references to *writing* mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether comprised in an electronic communication (as defined in the Act) or otherwise, and *written* shall be construed accordingly.
- (o) words denoting the singular number include the plural number and vice versa, words denoting the masculine gender include the feminine gender and words denoting persons include corporations,
- (p) words or expressions contained in these articles which are not defined in these articles but are defined in the Act have the same meaning as in the Act (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context,
- (q) subject to paragraph (p), references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force,
- (r) headings and marginal notes are inserted for convenience only and do not affect the construction of these articles,
- (s) powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them,
- (t) the word *directors* in the context of the exercise of any power contained in these articles includes any committee consisting of one or more directors, any director holding executive office and any local or divisional directors, manager or agent of the company to which or, as the case may be, to whom the power in question has been delegated,
- (u) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation, and
- (v) except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under these articles or under another delegation of the power

Single member 4. If at any time and for so long as the company has a single member, all the provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member

SHARE CAPITAL

- Shares with special rights** 5 Regulation 2 of Table A is amended by the addition at the end of the regulation of the words "or, subject to and in default of such determination, as the directors shall determine"
- Section 80 authority** 6 The directors are hereby generally and unconditionally authorised pursuant to section 80 of the Act to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount equal to the authorised share capital of the company at the date of incorporation of the company for a period expiring (unless previously renewed, varied or revoked by the company in general meeting) five years after the date of incorporation of the company
- Section 89 exclusion** 7 The pre-emption provisions in section 89(1) of the Act and the provisions of sub-sections 90(1) to 90(6) inclusive of the Act shall not apply to any allotment of the company's equity securities
- Allotment after expiry** 8 Before the expiry of the authority granted by article 6 the company may make an offer or agreement which would or might require relevant securities to be allotted after that expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if that authority had not expired
- Residual allotment powers** 9 Subject to the provisions of articles 6, 7 and 8, regulation 3 of Table A, the provisions of the Act and to any resolution of the company in general meeting passed pursuant to those provisions
- (a) all unissued shares for the time being in the capital of the company (whether forming part of the original or any increased share capital) shall be at the disposal of the directors; and
- (b) the directors may allot (with or without conferring a right of renunciation), grant options over, or otherwise dispose of them to such persons on such terms and conditions and at such times as they think fit

SHARE CERTIFICATES

- Execution of certificates** 10 In the second sentence of regulation 6 of Table A, the words "sealed with the seal" are deleted and replaced by the words "executed under the seal or otherwise in accordance with the Act or in such other manner as the directors may approve"

TRANSFER OF SHARES

- Registration of transfer** 11 The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is fully paid or a share on which the company has a lien

GENERAL MEETINGS

- Period of notice** 12 Regulation 38 of Table A is amended

- (a) by deleting from the first sentence "or a resolution appointing a person as a director", and
- (b) by adding at the end of paragraph (b) of regulation 38 "or such other majority as has been decided on by elective resolution of the members under the Act"

To whom must notice be given 13 Notices of general meetings need not be given to directors and regulation 38 of Table A is amended accordingly

Effectiveness of special and extraordinary resolutions 14 Where for any purpose an ordinary resolution of the company is required, a special or extraordinary resolution shall also be effective Where for any purpose an extraordinary resolution is required a special resolution shall also be effective

Resolutions in writing 15 A resolution in writing executed by or on behalf of each member who would have been entitled to vote on it if it had been proposed at a general meeting at which he was present shall be as effective as if it had been passed at a general meeting properly convened and held. Such a resolution shall be by means of an instrument or contained in an electronic communication sent to such address (if any) for the time being notified by or on behalf of the company for that purpose and may consist of several instruments or several electronic communications, each executed in such manner as the directors may approve by or on behalf of one or more of the members, or a combination of both

VOTES OF MEMBERS

Appointment of proxy execution 16 The appointment of a proxy, whether by means of an instrument or contained in an electronic communication, shall be executed in such manner as the directors may approve Subject thereto, the appointment of a proxy shall be executed by the appointor or his attorney or, if the appointor is a corporation, executed by a duly authorised officer, attorney or other authorised person or under its common seal For the purposes of this article and articles 17, 18 and 19, an electronic communication which contains a proxy appointment need not comprise writing if the directors so determine and, in such a case, if the directors so determine, the appointment need not be executed but shall instead be subject to such conditions as the directors may approve

Form of proxy 17 The appointment of a proxy shall be in any usual form or in any other form which the directors may approve Subject thereto, the appointment of a proxy may be

- (a) by means of an instrument, or
- (b) contained in an electronic communication sent to such address (if any) for the time being notified by or on behalf of the company for that purpose, provided that the electronic communication is received in accordance with article 18 before the time appointed for holding the meeting or adjourned meeting or, where a poll is taken more than 48 hours after it is demanded, after the poll has been demanded and before the time appointed for the taking of the poll

The directors may, if they think fit, but subject to the provisions of the Act, at the company's expense send forms of proxy for use at the meeting and issue invitations contained in electronic communications to appoint a proxy in relation to the meeting in such form as may be approved by the directors. The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned. A member may appoint more than one proxy to attend on the same occasion.

Delivery/receipt
of proxy
appointment

18 The appointment of a proxy shall:

(a) in the case of an instrument, be delivered personally or by post to the registered office or such other place within the United Kingdom as may be specified by or on behalf of the company for that purpose

(i) in the notice convening the meeting, or

(ii) in any form of proxy sent by or on behalf of the company in relation to the meeting,

before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

(b) in the case of an appointment contained in an electronic communication, where an address has been specified by or on behalf of the company for the purpose of receiving electronic communications.

(i) in the notice convening the meeting, or

(ii) in any form of proxy sent by or on behalf of the company in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by or on behalf of the company in relation to the meeting,

be received at that address before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

(c) in either case, where a poll is taken more than 48 hours after it is demanded, be delivered or received as aforesaid after the poll has been demanded and before the time appointed for the taking of the poll, or

(d) in the case only of an instrument, where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director,

and any proxy appointment which is not delivered or received in a manner so permitted shall be invalid

**Receipt of
authority**

19 Any power of attorney or other written authority under which a proxy appointment is executed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority shall be

- (a) delivered personally or by post to the registered office, or to such other place within the United Kingdom as may be specified by or on behalf of the company in accordance with article 18(a), before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or
- (b) where a poll is taken more than 48 hours after it is demanded, be delivered as aforesaid after the poll has been demanded and before the time appointed for taking the poll, or
- (c) in the case only of a proxy appointment by means of an instrument, where a poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director together with the proxy appointment to which it relates

**Revocation of
authority**

20 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding the poll unless notice of the determination was delivered or received as mentioned in the following sentence before the start of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. Such notice of determination shall be either by means of an instrument delivered to the office or such other place within the United Kingdom as may be specified by or on behalf of the company in accordance with article 18(a) or contained in an electronic communication at the address (if any) specified by the company in accordance with article 18(b), regardless of whether any relevant proxy appointment was effected by means of an instrument or contained in an electronic communication. For the purpose of this Article, an electronic communication which contains such notice of determination need not comprise writing if the directors have determined that the electronic communication which contains the relevant proxy appointment need not comprise writing.

Rights of proxy

21 A proxy appointment shall be deemed to include the right to demand, or join in demanding, a poll but shall not confer any further right to speak at a meeting, except with the permission of the chairman. The proxy appointment shall also be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.

NUMBER OF DIRECTORS

Number of directors 22 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be not less than one but shall not be subject to any maximum in number. A sole director may exercise all the powers and discretions expressed by these articles to be vested in the directors generally.

ALTERNATE DIRECTORS

Power to appoint alternates 23 A director (other than an alternate director) may appoint any person willing to act, whether or not he is a director of the company, to be an alternate director and may remove from office an alternate director so appointed by him.

Alternates representing more than one director 24 A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents (and who is not present) in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

Expenses and remuneration of alternates 25 An alternate director may be repaid by the company such expenses as might properly have been repaid to him if he had been a director but shall not be entitled to receive any remuneration from the company in respect of his services as an alternate director except such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct. An alternate director shall be entitled to be indemnified by the company to the same extent as if he were a director.

Termination of appointment 26 An alternate director shall cease to be an alternate director

- (a) if his appointor ceases to be a director, or
- (b) if his appointor revokes his appointment pursuant to article 23, or
- (c) on the happening of any event which, if he were a director, would cause him to vacate his office as director, or
- (d) if he resigns his office by notice to the company.

Method of appointment and revocation 27 Any appointment or removal of an alternate director shall be by notice to the company executed by the director making or revoking the appointment and shall take effect in accordance with the terms of the notice on receipt of such notice by the company which shall

- (a) in the case of a notice contained in an instrument, be delivered personally to the secretary or a director other than the director making or revoking the appointment, or
- (b) in the case of a notice contained in an instrument, be at the registered office or at another address designated by the directors for that purpose, or

- (c) in the case of a notice contained in an electronic communication, be at such address (if any) as may for the time being be notified by or on behalf of the company for that purpose

POWERS OF DIRECTORS

Exercise by
company of
voting rights

28 The directors may exercise the voting power conferred by the shares in any body corporate held or owned by the company in such manner in all respects as they think fit (including without limitation the exercise of that power in favour of any resolution appointing its members or any of them directors of such body corporate, or voting or providing for the payment of remuneration to the directors of such body corporate)

DELEGATION OF DIRECTORS' POWERS

Committees of
the directors

29 The directors may delegate any of their powers to any committee consisting of one or more directors. The directors may also delegate to any director holding any executive office such of their powers as the directors consider desirable to be exercised by him. Any such delegation shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate all or any of the powers delegated to one or more directors (whether or not acting as a committee) or to any employee or agent of the company. Any such delegation may be made subject to such conditions as the directors may specify, and may be revoked or altered. The directors may co-opt persons other than directors on to any such committee. Such co-opted persons may enjoy voting rights in the committee. The co-opted members shall be less than one-half of the total membership of the committee and a resolution of any committee shall be effective only if a majority of the members present are directors. Subject to any conditions imposed by the directors, the proceedings of a committee with two or more members shall be governed by these articles regulating the proceedings of directors so far as they are capable of applying.

Offices
including the
title "director"

30 The directors may appoint any person to any office or employment having a designation or title including the word "director" or attach such a designation or title to any existing office or employment with the company and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the company, and the holder shall not thereby be empowered in any respect to act as, or be deemed to be, a director of the company for any of the purposes of these articles.

APPOINTMENT AND REMOVAL OF DIRECTORS

Appointment
and removal by
majority
shareholder(s)

31 The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at a general meeting of the company (the **appointor** or, if **more than one, appointers**) may at any time and from time to time appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and remove any director from office. Any appointment or removal of a director under this article shall be by notice to the company executed by or on behalf

of the appointor and shall take effect in accordance with the terms of the notice on receipt of such notice by the company which shall

- (a) in the case of a notice contained in an instrument, be delivered personally to the secretary or to a director other than the director being appointed or removed, or
- (b) in the case of a notice contained in an instrument, be at the office or at another address designated by the directors for that purpose, or
- (c) if contained in an electronic communication, be at such address (if any) as may for the time being be notified by or on behalf of the company for that purpose

The notice may consist of several instruments or several electronic communications, each executed by or on behalf of one or more of the appointors, or a combination of both.

Appointment by
the directors

32 The directors shall also have power to appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall hold office until he is removed in accordance with article 31 or under regulation 81 of Table A (as amended by these articles)

Retirement by
rotation

33 The directors shall not be subject to retirement by rotation and all references in Table A (other than in regulations 73 to 80 which are excluded) to retirement by rotation are modified accordingly

[Age limit]

34 No person shall be disqualified from being appointed a director, and no director shall be required to vacate that office, by reason only of the fact that he has attained the age of 70 years or any other age nor shall it be necessary by reason of his age to give special notice under the Act of any resolution

DISQUALIFICATION OF DIRECTORS

Disqualification
as a director

35 Regulation 81 of Table A is amended by adding before the final full stop the following words

“ , or

- (f) he is removed in accordance with article 31, or
- (g) he is requested to resign in writing by not less than three quarters of the other directors In calculating the number of directors who are required to make such a request to the director, (i) an alternate director appointed by him acting in his capacity as such shall be excluded, and (ii) a director and any alternate director appointed by him and acting in his capacity as such shall constitute a single director for this purpose, so that the signature of either shall be sufficient”

DIRECTORS' APPOINTMENTS AND INTERESTS

Directors may
contract with
the company

36 Regulation 85 of Table A is amended by deleting the words "Subject to the provisions of the Act, and" at the start of the first paragraph

BENEFITS AND INSURANCE

Insurance

37 Without prejudice to the provisions of regulation 118 of Table A, the directors may exercise all the powers of the company to purchase and maintain insurance for or for the benefit of any person who is or was

- (a) a director, other officer, employee or auditor of the company, or any body which is or was the holding company or subsidiary undertaking of the company, or in which the company or such holding company or subsidiary undertaking has or had any interest (whether direct or indirect) or with which the company or such holding company or subsidiary undertaking is or was in any way allied or associated, or
- (b) a trustee of any pension fund in which employees of the company or any other body referred to in article 37(a) is or has been interested,

including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund

Directors not
liable to account

38 Without prejudice to the generality of regulation 85 of Table A, no director or former director shall be accountable to the company or the members for any benefit provided pursuant to regulation 87 of Table A or article 37. The receipt of any such benefit shall not disqualify any person from being or becoming a director of the company

Section 719 of
the Act

39 Pursuant to section 719 of the Act, the directors are hereby authorised to make such provision as may seem appropriate for the benefit of any persons employed or formerly employed by the company or any of its subsidiary undertakings in connection with the cessation or the transfer of the whole or part of the undertaking of the company or any subsidiary undertaking. Any such provision shall be made by a resolution of the directors in accordance with section 719

PROCEEDINGS OF DIRECTORS

Convening
meetings

40 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Notice of a meeting of the directors shall be deemed to be properly sent to a director if it is sent to him personally or by word of mouth, or sent by instrument to him at his last known address or such other address (if any) as may for the time being be notified by him or on his behalf to the company for that purpose, or sent using electronic communications to such address (if any) as may for the time being be notified by him or on his behalf to the company for that purpose. It shall not be necessary to give notice of a directors' meeting to any

director who is for the time being absent from the United Kingdom. No account is to be taken of directors absent from the United Kingdom when considering the adequacy of the period of notice of the meeting. Any director may waive notice of a meeting and any such waiver may be retrospective. Any electronic communication pursuant to this article need not comprise writing if the directors so determine.

Voting

41 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

Quorum

42 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two, except when there is only one director. If there is only one director, he may exercise all the powers and discretions conferred on directors by these articles. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Any director who ceases to be a director at a directors' meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the directors' meeting if no director objects.

**Meetings by
telephone, etc.**

43 Without prejudice to the first sentence of article 40, a person entitled to be present at a meeting of the directors or of a committee of the directors shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word *meeting* in these articles shall be construed accordingly.

**Resolutions in
writing**

44 A resolution in writing executed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held. For this purpose

- (a) a resolution may be by means of an instrument or contained in an electronic communication sent to such address (if any) for the time being notified by the company for that purpose,
- (b) a resolution may consist of several instruments or several electronic communications, each executed by one or more directors, or a combination of both,
- (c) a resolution executed by an alternate director need not also be executed by his appointor, and
- (d) a resolution executed by a director who has appointed an alternate director need not also be executed by the alternate director in that capacity.

Directors' power to vote on contracts in which they are interested

45 Without prejudice to his obligations of disclosure under the Act and these articles, a director may vote at any meeting of the directors or of a committee of the directors on, and be counted in the quorum present at a meeting in relation to, any resolution concerning a transaction or arrangement with the company or in which the company is interested, or concerning any other matter in which the company is interested, notwithstanding that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the company

THE SEAL, DEEDS AND CERTIFICATION

Authority required for execution of deed

46 The seal shall only be used by the authority of a resolution of the directors. The directors may determine who shall sign any instrument executed under the seal. If they do not, it shall be signed by at least one director and the secretary or by at least two directors. Any document may be executed under the seal by impressing the seal by mechanical means or by printing the seal or a facsimile of it on the document or by applying the seal or a facsimile of it by any other means to the document. A document signed, with the authority of a resolution of the directors, by a director and the secretary or by two directors and expressed (in whatever form of words) to be executed by the company has the same effect as if executed under the seal. For the purpose of the preceding sentence only, "secretary" shall have the same meaning as in the Act and not the meaning given to it by regulation 1 of Table A.

Official seal for use abroad

47 The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad

Certified copies

48 Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate and certify as true copies of and extracts from

- (a) any documents affecting the constitution of the company, whether in physical form or electronic form,
- (b) any resolution passed by the company, the holders of any class of shares in the capital of the company, the directors or any committee of the directors, whether in physical form or electronic form, and
- (c) any book, record and document relating to the business of the company, whether in physical form or electronic form (including, without limitation, the accounts)

If certified in this way, a document purporting to be a copy of a resolution, or the minutes of or an extract from the minutes of a meeting of the company, the holders of any class of shares in the capital of the company, the directors or a committee of the directors, whether in physical form or electronic form, shall be conclusive evidence in favour of all persons dealing with the company in reliance on it or them that the resolution was duly passed or that the minutes are, or the extract from the minutes is, a true and accurate record of proceedings at a duly constituted meeting

RECORD DATES

Record dates for dividends, etc 49 Notwithstanding any other provision of these articles, the company or the directors may fix any date as the record date for any dividend, distribution, allotment or issue, which may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is declared, paid or made

NOTICES

Form of notice 50 Any notice to be sent to or by any person pursuant to these articles (other than a notice calling a meeting of the directors) shall be contained in writing Any such notice may be sent using electronic communications to such address (if any) for the time being notified for that purpose to the person sending the notice by or on behalf of the person to whom the notice is sent

Method of giving notice to member 51 The company shall send any notice or other document pursuant to these articles to a member by whichever of the following methods it may in its absolute discretion determine

- (a) personally, or
- (b) by posting the notice or other document in a prepaid envelope addressed, in the case of a member, to his registered address, or in any other case, to the person's usual address; or
- (c) by leaving the notice or other document at that address, or
- (d) by sending the notice or other document using electronic communications to such address (if any) for the time being notified to the company by or on behalf of the member for that purpose, or
- (e) by any other method approved by the directors

Methods of member etc sending notice 52 Unless otherwise provided by these articles, a member or a person entitled to a share in consequence of the death or bankruptcy of a member shall send any notice or other document pursuant to these articles to the company by whichever of the following methods he may in his absolute discretion determine

- (a) by posting the notice or other document in a prepaid envelope addressed to the registered office, or
- (b) by leaving the notice or other document at the registered office, or
- (c) by sending the notice or other document using electronic communications to such address (if any) for the time being notified by or on behalf of the company for that purpose

Deemed receipt of notice 53 A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the capital of the company shall be deemed to have been sent notice of the meeting and, where requisite, of the purposes for which it was called

Terms and conditions for electronic communications

54 The directors may from time to time issue, endorse or adopt terms and conditions relating to the use of electronic communications for the sending of notices, other documents and proxy appointments by the company to members or persons entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law and by members or such persons entitled by transmission to the company

Notice to joint holders

55 In the case of joint holders of a share, all notices or other documents shall be sent to the joint holder whose name stands first in the register in respect of the joint holding Any notice or other document so sent shall be deemed for all purposes sent to all the joint holders

Proof of sending/when notices etc deemed sent

56 Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent Proof that a notice or other document contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators current at the date of adoption of these articles, or, if the directors so resolve, any subsequent guidance so issued, shall be conclusive evidence that the notice or document was sent A notice or other document sent by post shall be deemed sent

- (a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the envelope containing it was posted,
- (b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United Kingdom), on the third day following that on which the envelope containing it was posted,
- (c) in any other case, on the second day following that on which the envelope containing it was posted

When notices etc deemed sent by electronic communication

57 A notice or other document sent by the company to a member contained in an electronic communication shall be deemed sent to the member on the day following that on which the electronic communication was sent to the member Such a notice or other document shall be deemed sent by the company to the member on that day notwithstanding that the company becomes aware that the member has failed to receive the relevant notice or other document for any reason and notwithstanding that the company subsequently sends a copy of such notice or other document by post to the member

Notice to persons entitled by transmission

58 A notice or other document may be sent by the company to the person or persons entitled to a share in consequence of the death or bankruptcy of a member or by sending it in any manner the company may choose authorised by these articles for the sending of a notice or other document to a member, addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt or by any

similar description at the address (if any) within the United Kingdom as may be supplied for that purpose by or on behalf of the person or persons claiming to be so entitled. Until such an address has been supplied, a notice or other document may be sent in any manner in which it might have been sent if the death or bankruptcy had not occurred.

Names and addresses of subscriber(s)

John Walley Martin
Locksley
Tennyson's Lane
Haslemere
Surrey
GU27 3AF

John Walley Martin

Colin Stephen Matthews
Brae Cottage
Bute Avenue
Richmond
Surrey
TW10 7AX

Colin Stephen Matthews

Date

21.01.04

Witness to signatures

[Signature]

Jon Wilbourn - Green
22 Foxholes
Ludgwick
West Sussex
RH12 3DX