

FILE COPY



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

Company No. 5055851

The Registrar of Companies for England and Wales hereby certifies that
PRO 4763 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 25th February 2004



N05055851G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP093

Declaration on application for registration

505585

Company Name in full

Pro 4763 Limited

I, Lynn Jayne Britton, an authorised signatory

of 135 Sandholme Road, Bristol BS4 3SA.

† 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

Declared at

5 Rodney Place, Clifton, Bristol BS8 4HU

Day Month Year

on

24 02 2004

1 Please print name.

before me 1

Paul Williams, of Williams Mann Solicitors

Signed

[Signature]

Date

24/2/2004

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

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Professional Formations

8 Kings Road

Bristol BS8 4AB

Tel

0117 90 30 800

DX number

DX exchange



A32
COMPANIES HOUSE

0409
25/02/04

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

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

CHFP093

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

Pro 4763 Limited

Please note - Different Registered Office !

Proposed Registered Office

PO Box numbers only, are not acceptable

8 Kings Road

Clifton

Post town

Bristol

County / Region

Postcode

BS8 4AB

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

P. Moores - Professional Formations

Address

8 Kings Road

Post town

Bristol

County / Region

Postcode

BS8 4AB

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.

P. Moores - Professional Formations

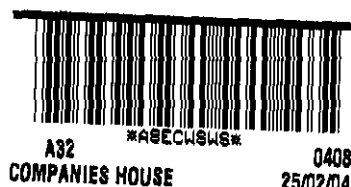
8 Kings Road

Bristol BS8 4AB

Tel 0117 90 30 800

DX number

DX exchange



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

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

Pro 4763 Limited

NAME *Style / Title

* Honours etc

* Voluntary detail

Forename(s)

Surname

ABC Company Secretaries Limited

Previous forename(s)

Previous surname(s)

Address

8 Kings Road

Usual residential address

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

Clifton

Post town

Bristol

County / Region

Postcode

BS8 4AB

Country

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

Consent signature

Date

24 Feb 2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

* Honours etc

Forename(s)

Surname

Professional Formations Limited

Previous forename(s)

Previous surname(s)

Address

8 Kings Road

Usual residential address

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

Clifton

Post town

Bristol

County / Region

Postcode

BS8 4AB

Country

Day Month Year

Date of birth

Nationality

British

Business occupation

Other directorships

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

Consent signature

Date

24 Feb 2004

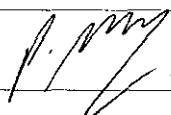
Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>						
* Voluntary detail	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
	Address	<input type="text"/>								
Usual residential address		<input type="text"/>								
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text"/>	Date	<input type="text"/>						

This section must be signed by
Either

**an agent on behalf
of all subscribers**

Signed



Date

24 Feb 2004

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

675656
675656

MEMORANDUM OF ASSOCIATION

Pro 4763 Limited

Private Company Limited by Shares

Company Number

Incorporated


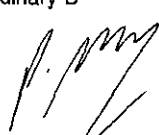


00400102

1. The Company's name is Pro 4763 Limited
2. The Company's registered office is to be situated in England & Wales
3. The Company's objects are
 - a. *Carry on business as a general commercial company.*
 - b. *To borrow or raise money in such a manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.*
4. The Liability of the members is limited.
5. The Company's share capital is £1,000 divided into 1,000 shares of £1.00 each.

The Capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the Company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term.

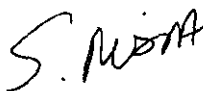
We, the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our names.

Name and address of subscriber(s)	Type of share taken by subscriber	Number of shares taken by subscriber
PRO Nominees Limited 8 Kings Road Clifton Bristol BS8 4AB	Ordinary-A 	1
PRO Nominees Limited 8 Kings Road Clifton Bristol BS8 4AB	Ordinary-B 	1
Total Shares Taken		2

Dated: 24 February 2004

Witness to the above signature:

S. Misra
37 Nutgrove Avenue
Bristol BS3 4QF



ARTICLES OF ASSOCIATION

Pro 4763 Limited

Private Company Limited by Shares

Company Number

Incorporated

1 **Regulations**

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

2 **Companies Act**

The expression "the Act" in these Articles refers to the Companies Act 1985 and any Statutory modifications currently in force.

3 **Share Capital**

The Directors of the Company may (subject to the regulations below and section 80 of the Act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.

The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit, subject to provisions of section 80 of the Act.

The Company's shares are to be issued as either of these following classes:

-Ordinary - A Full rights, as per the articles, in voting, participation in proceeds on dissolution and all other rights as described in the articles. Rights in participation in profits are to be decided at the discretion of the directors.

-Ordinary - B Full rights, as per the articles, in voting, participation in proceeds on dissolution and all other rights as described in the articles. Rights in participation in profits are to be decided at the discretion of the directors.

In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to (6) inclusive of the Act shall not apply to the Company.

4 **Share Certificates**

(a). Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount of respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

(b). Regulation 6 of Table A shall not apply to the Company

5 **Lien**

(a). The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

(b). Regulation 8 of Table A shall not apply to the Company.

6 **Transfer of shares**

The directors may, in their absolute discretion, decline to register the transfer of a share, whether or not it be a fully paid share, and no reason for the refusal to register the afore-mentioned transfer need be given by the Directors. The first sentence of Regulation 24 of Table A shall not apply to the Company.

ARTICLES OF ASSOCIATION

Pro 4763 Limited

7 **Directors' Powers**

Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed solely by the board of directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

(a). The directors may delegate any of their powers to any committee consisting of three or more directors. The directors may not delegate any of their powers to any individual director or executive unless authorised by Special Resolution of the Company in General Meeting. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

(b). Regulations 70 to 72 of Table A shall not apply to the Company.

8 **Proceedings at General Meetings**

(a). No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. 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.

(b). If such a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, such adjourned Meeting shall be dissolved.

(c). Regulations 40 and 41 of Table A shall not apply to the Company.

9 **Number of Directors**

(a). Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of directors (other than Alternate Directors) shall not be subject to any maximum, and the minimum number of Directors shall be one, if and so long as the minimum number of Directors shall be one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.

(b). Regulation 64 of Table A shall not apply to the company

10 **Appointment of Directors**

The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

No person shall be appointed a Director at any General Meeting unless-

(a). he is recommended by the Directors; or

(b). not less than 14 or more than 35 clear days before the date appointed for the General Meeting, notice executed 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, stating the particulars which would, if he were so appointed, be required to be included in the Company's Register of Directors, together with notice executed by that person of his willingness to be appointed.



Subject to regulation 8 above, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.

The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

ARTICLES OF ASSOCIATION

Pro 4763 Limited

Name and address of subscriber(s)	Type of share taken by subscriber	Number of shares taken by subscriber
PRO Nominees Limited 8 Kings Road Clifton Bristol BS8 4AB	Ordinary-A 	1
PRO Nominees Limited 8 Kings Road Clifton Bristol BS8 4AB	Ordinary-B 	1
Total Shares Taken		<u>2</u>

Dated: 24 February 2004

Witness to the above signature:

S. Misra
37 Nutgrove Avenue
Bristol BS3 4QF

