



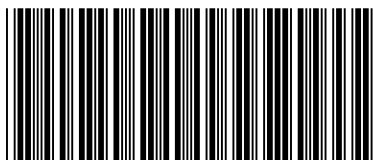
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5069775

The Registrar of Companies for England and Wales hereby certifies that
BUCHANANS NOMINEES 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 10th March 2004



N05069775A



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

5069775

Company name

BUCHANANS NOMINEES LIMITED

I,

NIGEL STUART CRAIG

of

HARBOUR COURT
COMPASS ROAD
NORTH HARBOUR
PORTSMOUTH
HAMPSHIRE
ENGLAND
PO6 4ST

a

solicitor engaged in the formation of the company

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**



XQYJBTAI

Received for filing in Electronic Format on the: 10/03/2004

*Company Name
in full:* **BUCHANANS NOMINEES LIMITED**

*Proposed Registered
Office:* **HARBOUR COURT
COMPASS ROAD
NORTH HARBOUR
PORTSMOUTH
HAMPSHIRE
ENGLAND
PO6 4ST**

memorandum delivered by an agent for the subscriber(s): **No**

Company Secretary

Name **BLAKELAW SECRETARIES LIMITED**

Address: **HARBOUR COURT
COMPASS ROAD
NORTH HARBOUR
PORTSMOUTH
HAMPSHIRE
ENGLAND
PO6 4ST**

Consented to Act: **Y** *Date authorised* **10/03/2004** *Authenticated:* **Y**

Director 1:

Name **BLAKELAW DIRECTOR SERVICES LIMITED**

Address: **HARBOUR COURT
COMPASS ROAD
NORTH HARBOUR
PORTSMOUTH
HAMPSHIRE
ENGLAND
PO6 4ST**

Consented to Act: **Y** *Date authorised* **10/03/2004** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **SUBSCRIBER** *Date Authorised:* **10/03/2004** *Authenticated:* **Yes**

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Buchanans Nominees Limited

- 1 The name of the Company is Buchanans Nominees Limited.
- 2 The Company's Registered Office is to be situated in United Kingdom.
- 3 The objects for which the Company is established are:-
 - 3.1 To carry on business as a general commercial company.
 - 3.2 To provide services of all descriptions and to carry on business as advisers and consultants of any kind.
 - 3.3 To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
 - 3.4 To carry on business as a holding company, property company or investment company and to invest the money of the company in any shares investments or property and to hold sell or otherwise deal with such shares investments or property as the board of directors of the Company see fit.
 - 3.5 To purchase or by any other means acquire any property for any estate or interest whatever, and any rights, privileges, easements or options over or in respect of any property or rights of any kind.
 - 3.6 To purchase or otherwise acquire, take over and undertake the whole or any part of the business and assets of any person or company and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or

securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock, or securities so received.

- 3.7 To apply for, register, purchase or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections and concessions and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.8 To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- 3.9 To lend and advance money or give credit to such persons and on such terms as the board of directors of the Company shall determine.
- 3.10 To guarantee, indemnify support with or without consideration the performance of any obligation and the payment or repayment of any moneys by any person or company including (without limitation) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company and to secure any such obligation by mortgage charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital.
- 3.11 To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- 3.12 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.13 To apply for, promote and obtain any Act of Parliament, order, or licence for enabling the Company to carry any of its objects into effect or for any purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.14 To enter into any arrangements with any governments or authorities or any person or Company that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government, authority, person or Company any charters, contracts, decrees, rights, privileges, franchises and

concessions and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- 3.15 To subscribe for, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company.
- 3.16 To remunerate any person or company rendering services to the Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.17 To support and subscribe to any charitable or public object and any institution, society or club which in the opinion of the board of directors of the Company is for the benefit of the Company or its employees, or is connected with any town or place where the Company carries on business;
- 3.18 To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company or any company which at anytime is or was a subsidiary or holding company of the Company and to other persons whose services have been directly or indirectly of benefit to the Company or whom the board of directors of the Company considers have a moral claim on the Company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes and associations, clubs, schools and housing schemes for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants.
- 3.19 To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 3.20 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, debentures, or securities of any company purchasing the same.
- 3.21 To distribute among the members or creditors of the Company in kind any property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- 3.22 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person or company to pay the same and to pay commissions to brokers and others for underwriting,

placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of the Company.

- 3.23 To procure the Company to be registered or recognised in any part of the world.
- 3.24 To carry on any other trade or business which may in the opinion of the board of directors of the Company is or may be capable of being conveniently carried on in connection with the above.
- 3.25 To do all such other things as in the opinion of the board of directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

Each sub-clause of this clause shall be construed independently of the other sub-clauses and in as wide a sense as if each sub-clause defined the objects of a separate company. "company" (except where used in reference to this Company) shall include any partnership or other body of persons whether incorporated or not. "person" shall include any company and any legal or natural person.

4 The liability of the members is limited.

5 The Company's share capital is:

£1,000.00 divided into 1,000 Ordinary shares of £1.00 each The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

I, the person whose name and address is subscribed is desirous of being formed into a Company in pursuance of this Memorandum of Association and I respectively agree to take the number of shares in the capital of the Company set opposite my name.

Name and Address of Subscribers	Number of Ordinary shares of £1.00 each taken by each subscriber
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Nigel Stuart Craig Harbour Court Compass Road North Harbour Portsmouth Hampshire PO6 4ST England	1
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Total Shares	1
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Dated: 10 March 2004

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Buchanans Nominees Limited

1. INTERPRETATION

- 1.1. In these articles "Table A" means Table A as set out in the Companies (Table A-F) Regulations 1985 as amended prior to the date of adoption of these articles.
- 1.2. Words and expressions defined in Table A and words and expressions defined in the Act shall bear the same meaning in these articles unless the context otherwise requires.
- 1.3. Headings shall not affect the interpretation of these articles.

2. ADOPTION OF TABLE A

- 2.1. The Regulations contained in Table A, except where they are excluded or modified by these articles, shall apply to the Company and together with these articles shall constitute the articles of the Company.

3. AUTHORITY TO ALLOT SHARE CAPITAL

- 3.1. Subject to the provisions of the Act and these articles the directors may offer, allot, grant rights to subscribe for or to convert securities into unissued shares of the Company (whether forming part of the original or any increased share capital) to such persons, at such times and upon such terms as the directors think fit.
- 3.2. In accordance with section 80 of the Act the directors are unconditionally authorised for a period of five years from the date of incorporation of the Company to allot relevant securities of the Company up to the nominal amount of the Company's unissued share capital at the date of its incorporation. The directors may make an offer or agreement pursuant to this article which may require relevant securities to be allotted after the expiry of such period.
- 3.3. Sections 89(1) and 90(1) to (6) of the Act shall not apply to the allotment by the Company of any equity security.

4. SHARES AND CERTIFICATES

- 4.1. The words "shall be sealed with the seal and" shall be deleted from regulation 6.
- 4.2. The lien conferred by regulation 8 of Table A shall attach to all shares including fully paid shares registered in the name of any person indebted to the Company (whether he shall be the sole registered holder or one of two or more joint holders) in respect of all moneys payable by him or his estate to the Company.

5. TRANSFER OF SHARES

- 5.1. The instrument of transfer of a subscriber share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly
- 5.2. The directors may, in their absolute discretion and without notifying any reason, decline to register the transfer of any share whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1. If, and for so long as, the Company has only one member that member present in person or by proxy or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the Company or of the holder of any class of shares. Regulation 40 of Table A shall be modified accordingly.

7. PROXIES

- 7.1. The directors may at their discretion treat as valid and properly delivered an original or a faxed copy of an instrument appointing a proxy and any authority under which it is executed which is received prior to the respective meeting at such place and in such manner as the directors may approve. Regulation 62 of Table A shall be modified accordingly.

8. POWERS OF DIRECTORS

- 8.1. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors shall include a committee established under this article or such person or persons
- 8.2. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or other security over its undertaking or property or any part of its uncalled capital.

9. APPOINTMENT AND REMOVAL OF DIRECTORS

- 9.1. Any person who is willing to act may be appointed as a director (either to fill a vacancy or as an additional director) by the directors or by the Company by ordinary resolution.

- 9.2. Any person who is willing to act may be appointed as a director (either to fill a vacancy or as an additional director) and any director may be removed from office (no matter how he was appointed) by notice in writing delivered to the office or tendered at a meeting of the directors and signed by any member or members holding shares entitling such member or members to exercise a majority of the votes at any general meeting of the Company.
- 9.3. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
- 9.4. The office of a director shall be vacated upon the happening of any of the events mentioned in regulation 81 of Table A or if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.
- 9.5. There shall be no shareholding qualification for directors and no person shall be ineligible for appointment as a director or be required to retire or vacate his office by reason of his having attained any particular age.
- 9.6. Regulation 64 of Table A shall not apply to the Company. If and for so long as the Company has a sole director he may exercise all the powers vested in the Directors by these articles or Table A and Regulation 89 of Table A shall be modified accordingly.

10. NOTICE OF BOARD MEETINGS

- 10.1. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is sent to him in writing or is given to him personally or by word of mouth to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

11. DIRECTORS INTERESTS

- 11.1. Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act a director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply.

12. PARTICIPATION IN BOARD MEETINGS

- 12.1. Any or all of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any other equipment which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. A minute of the proceedings at any such meeting shall be sufficient evidence of such proceedings and compliance with all necessary formalities if certified as correct by the Chairman of the

meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

13.RESOLUTION IN WRITING

- 13.1. A written resolution signed by all the directors entitled to receive notice of a meeting of the board (provided their number constitutes a quorum in accordance with these articles) or by all the members of a committee shall be as valid and effectual as a resolution passed at a meeting of the board or, as the case may be, of the committee properly called and constituted. The resolution may be contained in one document or in several documents in like form each executed by one or more of the directors or members of the committee concerned and may be sent by cable, facsimile, telex or e-mail. A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 of Table A shall not apply.

14.NOTICES

- 14.1. Any notice or other document may be served on or delivered to any member by the Company either personally or by sending it by post addressed to the member at his registered address or by fax to a number provided by the member for this purpose, or by leaving it at his registered address, or by any other means authorised in writing by the member concerned. A member whose registered address is not in the United Kingdom and who shall not have given to the Company an address in the United Kingdom or valid fax number for the service of notices shall not be entitled to receive any notice from the Company. In the case of joint holders of a share, service on or delivery to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.
- 14.2. Any notice or other document sent by the Company by post shall be deemed to have been served or delivered twenty four hours after posting. In proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and posted. Any notice or other document left at a registered address or sent by fax or by any other means authorised in writing by the member concerned shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

15.INDEMNITIES

- 15.1. Every director, managing director, agent, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the court.

NAMES AND ADDRESSES OF SUBSCRIBERS

Nigel Stuart Craig
Harbour Court
Compass Road
North Harbour
Portsmouth
Hampshire
PO6 4ST
England

Dated: 10 March 2004