

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE UNLIMITED COMPANY**

Company No. 5073141

The Registrar of Companies for England and Wales hereby certifies that
CROSSCO UNLIMITED

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

Given at Companies House, Cardiff, the 15th March 2004



N050731418



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

Crossco Unlimited

I, Mihoko Hirano

of Dickinson Dees

† 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 Statutory Declaration made 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

Mihoko Hirano

Declared at

St Ann's Wharf, 112 Quayside, Newcastle upon Tyne NE49 1SB

Day Month Year

On

1 | 0 | 0 | 3 | 2 | 0 | 0 | 4

① Please print name.

before me ①

KATHERINE HAY-HEEDLE

Signed

K Hay-Heedle

Date

10.03.2004

† 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.

Dickinson Dees

St Ann's Wharf, 112 Quayside, Newcastle upon
Tyne, NE99 1SB

Ref: CJH/MH2/MEC/1/244 Tel Tel 0191 279 9000

DX number DX 61191 DX exchange Newcastle upon Tyne

When you have completed and signed the form please send it to the
Registrar of Companies at:

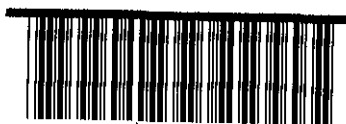
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



A05 *ALJCHTCH* 0311
COMPANIES HOUSE 12/03/04

Package: 'Laserform'
by Laserform International Ltd.

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Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

CROSSCO UNLIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

35 St Thomas Street

Post town

London

County / Region

Postcode

SE1 9SN

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 of the
public record.

Dickinson Dees

St Ann's Wharf, 112 Quayside, Newcastle upon Tyne, NE99
1SB

Ref: CJH/MH2/MEC/1/244

Tel Tel 0191 279 9000

DX number DX 61191 DX exchange Newcastle upon Tyne

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for companies registered in Scotland

DX 235 Edinburgh



A05

ALJCKTCF

0313

COMPANIES HOUSE

12/03/04

Laserform International 4/03

Company Secretary (see notes 1-5)

Company name

CROSSCO UNLIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

PRIMA SECRETARY LIMITED

Previous forename(s)

Previous surname(s)

Address ††

ST ANN'S WHARF

112 QUAYSIDE

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE & WEAR

Postcode

NE99 1SB

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.

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

Consent signatureAttested to and on behalf
of Prima Secretary Limited

Date

10/3/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

PRIMA DIRECTOR LIMITED

Previous forename(s)

Previous surname(s)

Address ††

ST ANN'S WHARF

112 QUAYSIDE

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE & WEAR

Postcode

NE99 1SB

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.

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

SEE ATTACHED SCHEDULE

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

Consent signatureAttested to and on
behalf of Prima Director Limited

Date

10/3/04

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME***Style / Title*****Honours etc**

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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.

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by*Either***an agent on behalf of all subscribers**

Signed

Date

Or the subscribers

Signed

Date

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Attested and on behalf of Prime Direct Limited

10/3/04

Attested and on behalf of Prime Secretary Limited

10/3/04

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was** :
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

LIST OF OTHER DIRECTORSHIPS
SCHEDULE TO FORM 10

Company Name in full: Crossco Unlimited
Name: Prima Director Limited

Company Name	Resignation
&Eve Limited	23/04/2002
Adamson Developments (Curzon) Limited	28/05/2002
Adamson Developments (Joint Ventures) Limited	
Adamson Developments (Projects) Limited	09/09/2003
Adamson Developments (Quayside) Limited	16/04/2003
Advanced Total Energy Care Limited	16/07/2002
Ashton Court Management Company Limited	30/04/2002
Behrens Warehouse (Bradford) Management Company Limited	17/09/2003
Belle Eau Park Developments Limited	18/03/2003
Bill Adamson Consulting Limited	28/08/2003
BizDocs Limited	
Bridgewater Tenancies Limited	29/11/2003
Bridgewater Tenancies Nominees Limited	29/11/2003
Buyers Guide Limited	16/05/2002
Casper Shipping Limited	13/09/2002
Castlebeck Group Limited	12/07/2002
Castlegate Court Management Limited	
City Walls (Newcastle) Limited	16/01/2003
Clarendon Mews (Gosforth) Management Limited	04/12/2002
Clarendon Mews (Gosforth) Management Limited	29/12/2002
Clavering Limited	02/07/2002
Community Links (HSE) Limited	
Crossco (682) Limited	
Crossco (691) Limited	23/09/2002
Crossco (700) Limited	01/10/2002
Crossco (701) Limited	03/09/2002
Crossco (704) Limited	18/12/2002
Crossco (707) Limited	16/12/2002
Crossco (708) Limited	16/12/2002
Crossco (709) Limited	16/12/2002
Crossco (718) Limited	24/02/2003
Crossco (720) Limited	28/02/2003
Crossco (721) Limited	05/02/2003
Crossco (722) Limited	27/03/2003
Crossco (733) Limited	14/10/2002
Crossco (738) Limited	14/10/2003
Crossco (748) Limited	14/11/2003
Crossco (754) Limited	18/11/2003
Crossco (757) Limited	05/01/2004
Crossco (759) Limited	09/01/2004
Crossco (761) Limited	19/01/2004
Crossco (765) Limited	

LIST OF OTHER DIRECTORSHIPS
SCHEDULE TO FORM 10

Company Name in full: Crossco Unlimited

Name: Prima Director Limited

Crossco (766) Limited	
Curzon Place Management Company Limited	04/12/2002
D'Arcy Design & Developments Limited	29/09/2003
Dark Sky Preserve Limited	27/05/2002
Denhill House Management Limited	02/09/2003
Derwent Nominees (No 1) Limited	06/02/2003
Derwent Nominees (No 2) Limited	06/02/2003
Emperor Construction Services Limited	20/11/2003
enact Holdings Limited	20/05/2003
Gibside View Management Company Limited	08/01/2003
Grainger (Northern Developments) Limited	29/10/2003
Grainger Clapham South Limited	10/12/2003
Grainger Gosforth Limited	09/06/2003
Grainger Land Limited	09/01/2004
Grainger Limited	28/01/2004
Grainger Property Group Limited	19/01/2004
Grainger Real Estate Limited	19/01/2004
Grainger Residential Management Limited	14/01/2004
Grainger Rural Limited	03/07/2003
HJ Banks (Landfill) Limited	06/03/2003
H2H (Leeds) Limited	14/03/2003
Hazlehead Developments Limited	18/03/2003
Holf Limited	08/05/2002
Home SGO Properties Limited	05/09/2003
Howarth Litchfield Partnership Limited	11/02/2003
Kinderton Developments Limited	27/03/2003
London & South Eastern Railway Limited	
Magpie Rose Limited	12/11/2003
Manor Garth Management Limited	18/12/2003
Markham Quay Management Limited	31/07/2003
Mellors Limited	20/10/2003
MERIT AND MARKAD TECHNOLOGIES LIMITED	22/05/2002
Milecastle Housing Limited	13/11/2003
Millers Croft (Ackworth) Management Limited	03/02/2003
Minster Court (Leicester) Management Company Limited	21/10/2003
Monarchs Gate (St Andrews) Management Company Limited	17/09/2003
Moorhill Court Limited	15/09/2003
NB Medical Imaging Limited	15/09/2003
Nonlinear EBT Limited	24/10/2003
Northern Recruitment Group LTIP Trustee Company Limited	15/11/2002
One World Productions Limited	24/06/2003
Opus Point Management Company Limited	17/11/2003
Partnering Plus Limited	06/11/2002
Pico Westwood Limited	13/10/2003
Polton Glass Holdings Limited	

LIST OF OTHER DIRECTORSHIPS
SCHEDULE TO FORM 10

Company Name in full: Crossco Unlimited

Name: Prima Director Limited

Porthill (Newcastle-Under-Lyme) Management Company Limited	
Redburn Court Management Company Limited	05/02/2003
Renaissance Point Management Limited	06/12/2002
Robertson Court Management Company Limited	23/08/2002
Robertson Health (St George's) Holdings Limited	05/02/2003
Robertson Health (St George's) Limited	05/02/2003
Roseberry Court (Great Ayton) Management Limited	30/09/2002
Rosen (R&D) Limited	22/05/2002
Rosen Holdings Limited	22/05/2003
Rosen Manufacturing (UK) Limited	22/05/2002
Sadeh Lok Developments Limited	
Saint Melrose Limited	13/10/2003
Sallyport House Management Limited	24/07/2003
Scientia Solutions Limited	27/07/2002
Seven Springs Limited	07/08/2002
Smart Cookies Limited	17/07/2002
St George's Mews (Jesmond) Management Limited	25/06/2002
Student Life Live.com Limited	03/05/2002
Synario (Events & Venues) Limited	10/09/2002
T J Envelope Machinery Limited	17/10/2002
Tea Lounges Limited	18/11/2003
The Body & Mind Clinic Limited	10/04/2003
The Landings (Riverside) Limited	15/09/2003
The Laurels Management (Ipswich) Limited	29/10/2003
The Lowther Castle Project Company Limited	15/04/2003
Thorpe Marsh Developments Limited	06/02/2003
Total Housing Limited	17/01/2003
TSL Technologies Limited	25/10/2002
TXID Limited	05/01/2004
UK Legal Imaging Services Limited	02/05/2002
USBC Limited	20/05/2002
Wardley Developments Limited	18/03/2003
Wilkinson Building Company Limited	08/05/2002
Winterton Park Management Company No 3 Limited	04/12/2002
Winterton Park Management Company No. 2 Limited	20/05/2002
Your Book (North East) Limited	28/05/2002

277867

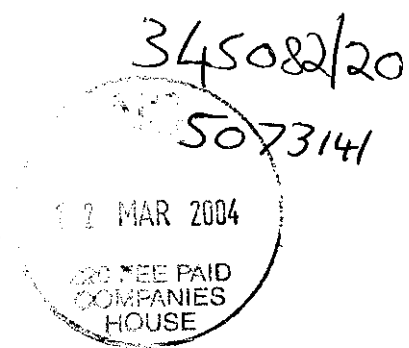
THE COMPANIES ACTS 1985 TO 1989

UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

CROSSCO UNLIMITED



1. The name of the Company is "Crossco Unlimited".
2. The registered office of the Company is to be situated in England and Wales.
3. The Company's objects are:-
 - 3.1 To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, engineers, property developers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; to carry on the business of hotel, restaurant, cafe, holiday camp, caravan and apartment keepers.
 - 3.2 To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
 - 3.3 To purchase, take on lease, exchange, hire, hire purchase or deferred payments, or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets and undertaking of the Company for such consideration as the Company may think fit and to perform any services or render any consideration in connection therewith and to develop and build on any land and to construct, equip, improve, manage, develop, alter and maintain any buildings, works and machinery and any other part of the property or rights of the Company necessary or convenient for the Company's business or otherwise.
 - 3.4 To buy, sell, manufacture, process, repair, alter, improve, refine, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having or about to have, dealings with the Company.

- 3.5 To incorporate, constitute, float or otherwise acquire and/or hold shares or any other interest in any companies carrying on any of the businesses or pursuing any of the objects referred to herein, to act as a holding company in relation to and to assist (financially or otherwise), manage, control and administer any such companies.
- 3.6 To borrow or raise money upon such terms and in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed raised or owing by the Company by mortgage charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital, and also by any similar mortgage, charge or lien, to secure and guarantee the performance by the Company or any other person firm or company, of any obligation or liability undertaken by the Company or any other person firm or company as the case may be, and to purchase, redeem or pay off any such securities.
- 3.7 To give all kinds of indemnities either with or without the Company receiving any consideration or advantage, direct or indirect therefrom and to guarantee either by personal covenant or by mortgaging, charging or creating a lien upon all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by a combination of such methods, the performance of the obligations or liabilities of any person, firm or company (and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985, or otherwise associated with the Company in business) and whether or not the Company receives directly or indirectly any consideration or advantage therefrom.
- 3.8 To the extent that the same is permitted by law to give financial assistance directly or indirectly to any person for the purpose of the acquisition of shares in the Company or the Company's holding company or subsidiary of the Company for the time being (as defined by sections 736 and 736A of the Companies Act 1985) or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding company or subsidiary of the Company and to give such financial assistance by any means howsoever permitted by law.
- 3.9 To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- 3.10 To acquire by any means, undertake and carry on the whole or any part of the assets, business, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- 3.11 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such governments, authorities, corporations, companies or persons any rights, privileges, charters, licences, authorisations, contracts, decrees and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, licences, authorisations, contracts, decrees and concessions.

- 3.12 To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, 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 and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.13 To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, limiting competition or otherwise, with any person or company or with any employees of the Company including in such case if thought fit the conferring of a participation in the management or its directorate, and to give to any person or company special rights or privileges in connection with or control over the Company, and in particular the right to nominate one or more Directors of the Company; and to lend money to, guarantee and secure the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares or securities of any such person or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- 3.14 To act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- 3.15 To promote any company for the purpose of acquiring all or any of the property, undertaking and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- 3.16 To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- 3.17 To receive money on deposit upon such terms as the Company may approve.
- 3.18 To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- 3.19 To subsidise, or lend money, or give credit to, any person, firm or company (with or without security).
- 3.20 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985 or otherwise associated with the Company or any such subsidiary or any of the predecessors of the Company in business, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the

wives, widows, families and dependants of any such persons, and also to establish, subsidise or subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company, or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to support and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- 3.21 To remunerate any company for services rendered or to be rendered, in placing, assisting to place, guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company, or of any company in which the Company may be interested or proposes to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company, credited as paid up in full or in part, or otherwise.
- 3.22 To subscribe for, either absolutely or conditionally, or otherwise acquire and hold, shares, stocks, debentures, debenture stock or other obligation of any other company.
- 3.23 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- 3.24 To adopt such means of making known the services and products of the Company as may seem expedient, and, in particular, by advertising in the press, circulars, the purchase and exhibition of works of art or interest, the publication of books and periodicals, and the granting of prizes, rewards and donations.
- 3.25 To apply for, promote and obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any actions, steps, proceedings or applications, which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.26 To do all or any of the above things in any part of the world, and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and, either by or through agents, trustees, sub-contractors or otherwise, to procure the Company to be registered or recognised in any part of the world.
- 3.27 To cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- 3.28 To distribute any of the property of the Company in specie among the shareholders of the Company.
- 3.29 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them. And it is hereby declared that the word "company" in this clause shall, except where used in reference to the Company, be deemed to include any person, partnership or other body of persons, whether corporate or unincorporate or domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent

objects, and in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The share capital of the Company is £20,000,000 divided into 20,000,000 ordinary shares of £1 each.

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

Names and Addresses of Subscribers

Number of Shares taken by the Subscribers

Prima Director Limited

One

St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

I Harhe le and on
behalf of Prima Director limited

Witness to the above signature:-

MIHOKO HIRANO

St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB



SOLICITOR

Dated 10 March 2004

Prima Secretary Limited

One

St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

I Harhe le and on behalf
of Prima Secretary limited

Witness to the above signature:-

MIHOKO HIRANO

St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB



SOLICITOR

Dated 10 March 2004

THE COMPANIES ACTS 1985 TO 1989
UNLIMITED COMPANY HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

OF
CROSSCO UNLIMITED

1. **EXCLUSION**

Except as provided for in these Articles, no regulations set out in any statute or in any statutory instrument made under any statute concerning companies shall apply to the Company. The following shall be the Company's articles of association.

2. **INTERPRETATION**

In these Articles, unless the context requires otherwise, the following expressions have the following meanings:-

"Act"	the Companies Act 1985 (as amended by the Companies Act 1989) and every statutory modification or re-enactment thereof for the time being in force; and
"Table A"	Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000.

2.1 In these Articles:-

- 2.1.1 any gender includes any other gender;
- 2.1.2 the singular includes the plural and vice versa;
- 2.1.3 references to persons include bodies corporate, unincorporated associations, governments, states, partnerships and trusts (in each case, whether or not having separate legal personality);
- 2.1.4 the headings in these Articles are for convenience only and shall not affect the interpretation of these Articles;
- 2.1.5 the *eiusdem generis* rule shall not apply, so that general words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things; and
- 2.1.6 references to writing include any method of reproducing words in a legible and non-transitory form.

3. **TABLE A**

- 3.1 The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

- 3.2 Regulations 3, 23, 32, 34, 35, 40, 41, 52, 64, 73, 74, 75, 77, 94, 95, 97 and 101 of Table A shall not apply to the Company.
- 3.3 Regulations 6, 24, 38, 45, 46 and 79 of Table A shall apply to the Company with the modifications set out below.

4. **SHARE CAPITAL**

- 4.1 The share capital of the Company is £20,000,000 divided into 20,000,000 ordinary shares of £1 each.
- 4.2 Subject to the provisions of these Articles and of the Act, any unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons (including any director), on such terms and conditions and at such time or times as they think proper but so that no shares shall be issued at a discount.
- 4.3 The directors are generally and unconditionally authorised pursuant to the Act to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of the authorised but unissued share capital of the Company at the date of the incorporation of the Company provided that this authority shall expire on the day preceding the fifth anniversary of the date of the incorporation of the Company, save that this authority allows the directors to make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry.
- 4.4 Section 89(1) and section 90(1) to (6) of the Act are hereby excluded and shall not apply to any allotment by the Company of equity securities (as defined in section 94 of the Act).

5. **TRANSFER OF SHARES**

- 5.1 The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 in Table A shall not apply.
- 5.2 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor.

6. **ALTERATION OF SHARE CAPITAL**

The Company may by special resolution:-

- 6.1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- 6.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- 6.3 sub-divide its shares or any of them into shares of a smaller amount than its existing shares;
- 6.4 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- 6.5 reduce its share capital and any share premium account in any way.

7. NOTICE OF GENERAL MEETINGS

The words "at least seven clear days' notice" shall be substituted for the words "at least 14 clear days' notice" in regulation 38 of Table A.

8. PROCEEDINGS AT GENERAL MEETINGS

8.1 If the Company is a single member company, one member present in person or by proxy shall be a quorum at any general meeting. If the Company is not a single member company, 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.

8.2 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

8.3 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The last two sentences of regulation 45 in Table A shall not apply.

8.4 A poll may be demanded by any member having the right to vote at the meeting. Regulation 46(b) in Table A shall not apply.

8.5 No notice need be given of a poll. Regulation 52 in Table A shall not apply.

9. NUMBER OF DIRECTORS

Unless and until otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and need not exceed one. If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by these Articles and Table A.

10. APPOINTMENT AND RETIREMENT OF DIRECTORS

10.1 A director shall not retire by rotation. References in Table A to the rotation of directors shall not apply.

10.2 No person shall be or become incapable of being appointed a director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

10.3 The last two sentences of regulation 79 in Table A shall not apply.

10.4 In any case where, as a result of the death of a member of the Company, the Company has less than two members and no directors, the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a director of the company, and such appointment shall be as valid and effective as if made by a resolution of the Company in general meeting.

11. PROCEEDINGS OF DIRECTORS

- 11.1 A director may vote as a director in regard to any contract, arrangement or any other proposal whatsoever in which he is interested or upon any matter arising therefrom and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract, arrangement or proposal is under consideration.
- 11.2 Without prejudice to the first sentence of regulation 88 in Table A, a meeting of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others and to be heard by each of the others simultaneously and the word "meeting" in these Articles and in Table A shall be construed accordingly.

12. SHARE CERTIFICATES

Every share certificate shall, if the Company has a seal, be sealed with the seal or signed by a director and by the secretary or a second director and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The second sentence of regulation 6 in Table A shall be amended accordingly.

13. THE SEAL

If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two directors or by one director and the secretary.

Names and Addresses of Subscribers

Prima Director Limited

St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

I declare to and on behalf
of Prima Director Limited

Witness to the above signature:-

MIHOKO HIRANO

St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB



SOLICITOR

Dated 10 March 2004

Prima Secretary Limited

St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

I declare to and on behalf
of Prima Secretary Limited

Witness to the above signature:-

MIHOKO HIRANO

St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB



SOLICITOR

Dated 10 March 2004