

FILE COPY



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

Company No. 5280186

The Registrar of Companies for England and Wales hereby certifies that
BACKOFFICE 1165 LTD

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

Given at Companies House, Cardiff, the 8th November 2004



N05280186H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



RSU



12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHWP000

5280186

Company Name in full

BACKOFFICE 1165 LTD

I, BACKOFFICE MANAGEMENT SERVICES LTD

of 2 TRINITY PLACE, MIDLAND DRIVE, SUTTON COLDFIELD, B72 1TX

† 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 SUTTON COLDFIELD, WEST MIDLANDS

Day Month Year

On 29 10 2004

● Please print name.

before me ● KERRY OSBOURNE

Signed

K. Osbourne

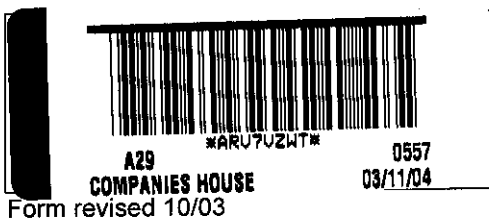
Date

29/10/04

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

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.

Tel	
DX number	DX exchange



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
or LP - 4 Edinburgh 2



10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

BACKOFFICE 1165 LTD

Proposed Registered Office

2 TRINITY PLACE

(PO Box numbers only, are not acceptable)

MIDLAND DRIVE

Post town

SUTTON COLDFIELD

County / Region

WEST MIDLANDS

Postcode

B72 1TX

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

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
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Tel

DX number

DX exchange



v 08/02

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or

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		BACKOFFICE 1165 LTD	
NAME	*Style / Title	*Honours etc	
Forename(s)		N/A	
Surname		BACKOFFICE COMPANY SECRETARIAL SERVICES LTD	
Previous forename(s)		N/A	
Previous surname(s)		N/A	
Address ^{††}		2 TRINITY PLACE	
		MIDLAND DRIVE	
Post town		SUTTON COLDFIELD	
County / Region		WEST MIDLANDS	Postcode B72 1TX
Country		UNITED KINGDOM	

^{††} 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 signature

Date

27/12/04

Directors (see notes 1-5)

Please list directors in alphabetical order

In & on behalf of Blo Co Sec Serv Ltd

NAME	*Style / Title	*Honours etc	
Forename(s)		N/A	
Surname		BACKOFFICE MANAGEMENT SERVICES LTD	
Previous forename(s)		N/A	
Previous surname(s)		N/A	
Address ^{††}		2 TRINITY PLACE	
		MIDLAND DRIVE	
Post town		SUTTON COLDFIELD	
County / Region		WEST MIDLANDS	Postcode B72 1TX
Country		UNITED KINGDOM	

^{††} 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

0 9 1 2 2 0 0 3

Nationality

BRITISH

Business occupation

DIRECTOR

Other directorships

N/A

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

Consent signature

Date

27/10/04

In & on behalf of Blo Mgmt Serv Ltd

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

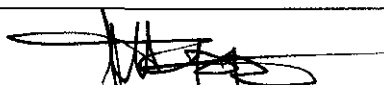
Date

Signed

Date

Signed

Date



27/10/24

on behalf of Bto
Moral Service Ltd

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.

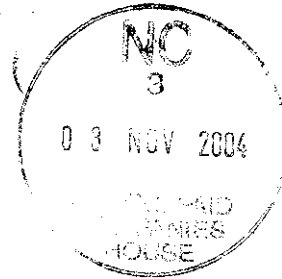
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

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

THE COMPANIES ACT 1985 – 1989
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
BACKOFFICE 1165 LIMITED

015690

015690



- A. The Company's name is Backoffice 1165 Ltd
- B. The Company's Registration Office is to be situated in England or Wales.
- C. The Company's objects are:
 - 1) To act as a general commercial company and in particular but without prejudice to the generality of the foregoing to carry on within and without the United Kingdom all or any of the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in all articles of commercial, manufacturing, personal and household use and consumption.
 - 2) To carry on any other business which may seem capable of being conveniently carried on in connection with any of the business aforesaid or otherwise calculated, directly or indirectly, to enhance the value of or render more profitable any of the Company's property or rights.
 - 3) To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, scripts or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.
 - 4) To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, right, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may be conveniently used with or may enhance the value of any other property of the Company.
 - 5) To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings of any kind whatsoever, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- 6) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm 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, firm, 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, Debenture Stock, or Securities so received.
- 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 patent, inventions, or rights which the Company may acquire or propose to acquire.
- 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.
- 9) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and surety ships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any Company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- 10) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of 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 or any obligation or liability it may undertake.

- 11) 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.
- 12) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- 13) To enter into any arrangements with any Governments or Authorities or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- 14) To act as agent 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.
- 15) To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or Securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- 16) To remunerate any person, firm, or company rendering services to this 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.
- 17) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with a town or place where the company carries business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities, and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have been served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary 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 (whether contributory or non contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and

maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- 18) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- 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 this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.
- 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 or any company purchasing the same.
- 21) To distribute among the Members 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.
- 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, firm 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 this Company.
- 23) To procure the Company to be registered or recognised in any part of the world.
- 24) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

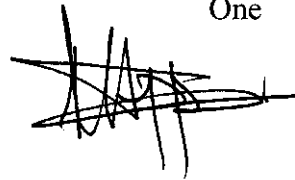
D. The liability of the Members is limited.

- E. The Company's Share Capital is £100 divided into 10,000 Ordinary Shares of 1 penny each.

Name and Address of Subscriber	Number of shares taken by Subscriber
--------------------------------	--------------------------------------

Backoffice Management Services Limited
2 Trinity Place
Midland Drive
Sutton Coldfield
West Midlands
B72 1TX

One



Signed:	(Director)
For and on behalf of	
Backoffice Management Services Limited	

Total shares taken


One

Date: 27 October 2004

Witness to the above signatures:

Miss Leanne Saleh
30 Scarecrow Lane
Sutton Coldfield
West Midlands
B75 5TU

Signed:



27/10/04

THE COMPANIES ACTS 1985 – 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BACKOFFICE 1165 LIMITED

Preliminary

- 1 a) The regulations contained or incorporated in Tables A 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 (such Table being hereinafter called 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.
- b) In these Articles, the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

Private Company

- 2 The Company is a private limited company within the meaning of the Companies Act 1985 and accordingly no shares or debentures of the Company shall be offered to the public.

Shares

- 3 The capital of the Company is £100 divided into 10,000 Ordinary Shares of 1 penny each.
- 4 a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- b) After the first allotment of shares by the directors any further share proposed to be issued shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise directed. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the

offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may (subject to paragraph (d) below) allot, grant options over or otherwise disposed of the same to such persons, on such terms, and in such manners they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.

c) In accordance with Section 91 of the Companies Act 1985 Section 89(1) and 90 of the said Act shall not apply to the Company.

d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the company is incorporated at any time or times during the period of five years from the said date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution.

5 The lien conferred by Regulation 8 in Table A shall attach also to fully paid up shares. Regulation 8 in Table A shall be modified accordingly.

6 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words 'and all expenses that may have been incurred by the Company by reason of such non-payment'.

7 The Company may, subject to the provisions of Part V of the Companies Act 1985 may:

a) Issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof, except that no redeemable shares may be issued at any time when there are no issued shares of the Company which are not redeemable.

b) Purchase its own shares including its own redeemable shares.

c) Make a payment in respect of the redemption or purchase of any of its own fully paid shares out of the distributable profits of the Company or the proceeds of a fresh issue of shares or, so long as the Company is a private

company, out of capital, or, so long as aforesaid, partly out of one and partly out of the other, and as to redemption as such date or dates to be fixed prior to the issue of such shares and terms and in such manner as may be determined at any time or times by the directors but so that the amount to be paid on redemption shall be the paid up amount thereof plus the net amount of any arrears of dividends thereon.

Provided always that any shares purchased or redeemed by the Company shall be treated as cancelled.

Transfer of Shares

- 8 Regulation 23 shall be amended so as to delete the words "and, unless the Share is fully paid, by or on behalf of the transferee".
- 9 In the case of any Ordinary Share, the Directors may in their absolute Discretion and without assigning any reason therefore decline to register any transfer whether or not it is a fully paid Share. Regulation 24 in Table A shall not apply to the Company.

Redemption of Shares

- 10 Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.
- 11 Regulation 3 of Table A shall not apply to the Company.

General Meetings and Regulations

- 12 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the auditor for the time being of the Company.
- 13 Regulation 41 in Table A shall be read and construed as if the words 'and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum'. Were added at the end.

Appointment of Directors

- 14 The number of the directors may be determined by Ordinary Resolutions of

the Company but unless so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and the quorum for the transaction of the business of the Directors shall be one. Regulation 64 in Table A shall not apply to the Company.

15 The office of a Director shall be vacated if :-

- a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- b) he becomes bankrupt; or
- c) he is, or may be, suffering from mental disorder and either:-
 - i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - ii) an order is made by court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- d) he resigns his office by notice to the company; or
- e) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

Regulation 81 of Table A shall not apply to the Company.

16 The Directors shall not be required to retire by rotation and accordingly Regulations 73, 74 and 75 in Table A shall not apply to the Company and Regulations 76, 77, 78 and 79 in Table A shall be modified accordingly.

17 Any appointment or removal of an alternate Director may be letter, cable, telex, telegram, facsimile or radiogram or in any other manner approved by the Directors. Any cable, telex, telegram, facsimile or radiogram shall be confirmed as soon as possible by letter but is a valid appointment in the meantime. Accordingly Regulation 68 in Table A shall not apply to the Company.

Powers of Directors

- 18 In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 19 a) The Directors may exercise the powers of the Company conferred by its Memorandum of Association and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- b) Accordingly, Regulation 87 in Table A shall not apply to the Company.
- 20 Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there out, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulation 94 to 97 in Table A shall be modified accordingly.
- 21 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons meeting in this manner shall be deemed to constitute presence in person at such meeting.

Single Member Company

- 22 If at any time, and for as long as, the Company has a single member all provisions of these Articles shall (in absence of any expressed provision to the contrary) with such modification as may be necessary in relation to a company with a single member.

The Seal

- 23 The seal, if any, will 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 a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

Regulation 101 of Table A shall not apply to the Company.

Dividends

- 24 The Company may by ordinary resolution declare dividends. The payment of

all dividends shall be subject to the provisions of the Act.

- 25 The directors may pay interim dividends if it appears to them that the same are justified by the profits of the Company available for distribution. Provided that the Directors act in good faith they shall not be liable to the members for loss they may suffer by the lawful payment of an interim dividend on any such shares. Regulation 103 in Table A shall not apply to the Company.
- 26 Any dividend, interim dividend or other monies payable in respect of a share may be paid by electronic fund transfers, cheque or by such other method as the directors may from time to time determine.
- a) In the case of a cheque or other payment methods requiring physical transmission the same may be sent by ordinary post to the registered address of the person entitled or, if two or more persons are the holders of the share or jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person or to such address as the person or persons entitled may in writing direct.
 - b) In the case of an electronic funds transfer or similar form of payment the same may be made to the person entitled or, if two or more persons are the holders of the share or jointly entitled to it by reason of the death or bankruptcy of the holders, to that one of those persons who is first named in the register of members or to such person or to such account as the person or persons entitled may in writing direct. Regulation 106 in Table A shall not apply to the Company.
 - c) Any payment of a dividend or interim dividend, which is made in accordance with this Article 28, shall be a good discharge to the Company. Any joint holder or other persons jointly entitled to a share may give receipts for any dividend or other monies payable in respect of the share.
 - d) Any payments of a dividend or interim dividend may be validly made by the Company or by another person on its behalf and such payment may be made as part of a payment which also includes sums which are neither dividends nor interim dividends.
- 27 Regulation 105 in Table A shall not apply to the Company and for the avoidance of doubt, the Company cannot direct that a dividend or interim dividend declared by the Company be satisfied wholly or partly by the distribution of assets.

Indemnity

- 28 a) Every Director or other officer of the Company shall be indemnified

out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability by him in defending any proceedings, 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 144 or 727 of the Companies Act 1985, in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Companies Act 1985.

- b) The Directors shall have power to purchase and maintain as insurance policy for any Director, Officer or Auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the said Act from and after bringing into force of Section 137 of the Companies Act 1989.
- c) Accordingly Regulation 118 in Table A shall not apply to the Company.


Name and Address of Subscriber

No of shares taken by subscriber

Backoffice Management Services Limited
2 Trinity Place
Midland Drive
Sutton Coldfield
West Midlands
B72 1TX

One

Signed:
For and on behalf of
Backoffice Management Services Limited



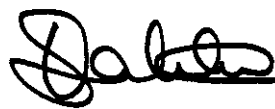
(Director)

Date: 27 October 2004

Witnessed by:

Miss Leanne Saleh
30 Scarecrow Lane
Sutton Coldfield
West Midlands
B75 5TU

Signed:



27/10/04.