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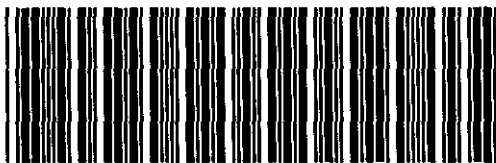
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5424245

The Registrar of Companies for England and Wales hereby certifies that
ALC (SUPERHOLDCO) LIMITED

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

Given at Companies House, London, the 14th April 2005



N05424245D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



BLUEPRINT
Company Secretary

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals

CHFP055

Company Name in full

5424245
ALC (SUPERHOLDCO) Limited

I, KEITH COTTRELL

of 12 BRIGHTLINGSEA PLACE, LONDON
E14 8DB

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.

† Please delete as appropriate

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

DLA, 3 NOBLE STREET, LONDON,
EC2V 7EE

Day Month Year

On

13 04 2005

① Please print name.

before me ①

ANDREW TOBY SMITH

Signed

Date

13 April 2005

† 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

Elaine Ling, Amey plc
1 Waterhouse Square
138-142 Holborn
London EC1N 2ST
Tel.: 0207 427 1992



LD1
COMPANIES HOUSE
14/04/05

Form revised June 1998

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



BLUEPRINT
Company Secretary

Please complete in typescript,
or in bold black capitals.

CHFP055

Notes on completion appear on final page

10

First directors and secretary and intended situation of registered office

Company Name in full

5424245
ALC (SUPERHOLDCO) LIMITED

Proposed registered office

(PO Box numbers only, are not acceptable)

The Sherard Building

Edmund Halley Road

Post town

Oxford

County / Region

Oxfordshire

Postcode

OX4 4DQ

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

1

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

ELAINE LING
AMEY PLC
1 WATERHOUSE SQUARE
138-142 HOLBORN
LONDON EC1M 2ST TEL 0207 427 1992

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



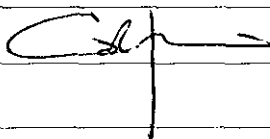
LD1
COMPANIES HOUSE

0146
14/04/05

Company Secretary (see notes 1-5)

Company name		ALC (SUPERHOLDCO) LIMITED	
Name	* Style / Title	Ms	* Honours etc
Forename(s)		Carol	
Surname		Hui	
Previous Forename(s)			
Previous Surname(s)			
Address		Old Barn	
<i>Usual residential address</i>		Petworth Road	
For a corporation, given the registered or principle office address.			
Post town		Witley Godalming	
County / Region	Surrey	Postcode	GU8 5QW
Country	England		

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

Consent Signature**Date**

13/4/05

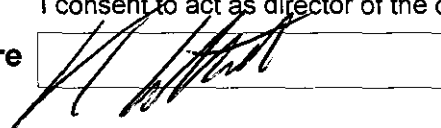
Directors

(see notes 1-5)

Please list directors in alphabetical order

Name	* Style / Title	Mr	* Honours etc
Forename(s)		Keith	
Surname		Cottrell	
Previous Forename(s)			
Previous Surname(s)			
Address		12 Brightlingsea Place	
<i>Usual residential address</i>			
For a corporation, given the registered or principle office address.			
Post town		London	
County / Region		Postcode	E14 8DB
Country	England		
Date of birth		Nationality	
2 4 0 6 1 9 5 5		British	
Business occupation		Investment Manager	
Other directorships		See attached	

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

Consent Signature**Date**

13/04/2005

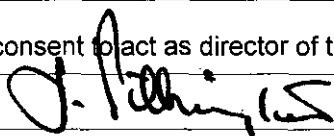
Company Secretary (see notes 1-5)**Form 10 continuation sheet**

		Company name			
Name	* Voluntary details.	* Style / Title		* Honours etc	
		Forename(s)			
		Surname			
		Previous Forename(s)			
		Previous Surname(s)			
Address					
Usual residential address					
For a corporation, given the registered or principle office address.					
		Post town			
		County / Region		Postcode	
		Country			
I consent to act as secretary of the company named on page 1					
Consent Signature				Date	

Directors

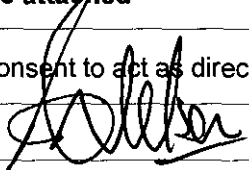
(see notes 1-5)

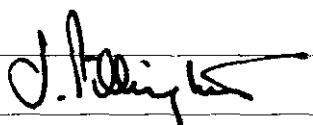
Please list directors in alphabetical order

Name		* Style / Title	Mr	* Honours etc	
		Forename(s) John			
		Surname Pilkington			
		Previous Forename(s)			
		Previous Surname(s)			
Address					
Usual residential address					
For a corporation, given the registered or principle office address.					
		Post town Leighton Buzzard			
		County / Region Bedfordshire		Postcode	LU7 2LR
		Country England			
		Day	Month	Year	
Date of birth		1	1	0	6
		1	9	4	9
		Nationality		British	
Business occupation		Business Development Manager			
Other directorships		See Attached			
I consent to act as director of the company named on page 1					
Consent Signature				Date	13/4/05

Directors (continued)

(see notes 1-5)

Name	* Style / Title	Mr	* Honours etc	
* Voluntary details.				
	Forename(s)	Andrew Latham		
	Surname	Nelson		
	Previous Forename(s)			
	Previous Surname(s)			
Address	9 Rosebury Road			
Usual residential address				
For a corporation, given the registered or principle office address.				
	Post town	London		
	County / Region		Postcode	SW6 2NH
	Country	England		
	Date of birth	Day	Month	Year
		3	0	4
		1	9	5
		9		
	Nationality	British		
	Business occupation	Director		
	Other directorships	See attached		
I consent to act as director of the company named on page 1				
Consent Signature			Date	13/4/05

This section must be signed by**Either
an agent on behalf
of all subscribers****Signed****Date****13/4/05****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**

Individual Profile

Mr John Pilkington



Current Directorships

Company Name	Title	Appointed	Ceased
Amey Tramlink Limited		22-Mar-2004	
Amey Ventures Investments Limited		22-Mar-2004	
Amey Ventures Limited		22-Mar-2004	
RSP (Holdings) Limited		22-Mar-2004	
The Renfrewshire Schools Partnership Limited		22-Mar-2004	

Past Directorships

Company Name	Title	Appointed	Ceased
AHL Holdings (Manchester) Limited		22-Mar-2004	31-Mar-2004
Amey Construction Limited		26-Apr-2000	20-Dec-2001
Amey Highways Lighting (Manchester) Limited		22-Mar-2004	31-Mar-2004
Amey Programme Management Limited		06-Nov-2000	20-Apr-2001
GCHQ Accommodation Services Limited		30-Nov-1998	15-Feb-2000
Government Accommodation Services Limited		30-Nov-1998	15-Feb-2000
Ove Arup & Partners Hong Kong Limited		27-Nov-1992	01-Apr-1993
Ove Arup & Partners International Limited		27-Nov-1991	13-Jan-1995
Ove Arup & Partners Limited		27-Nov-1992	26-Nov-1993
Services Support (Avon & Somerset) Holdings Limited		22-Mar-2004	18-Aug-2004
Services Support (Avon & Somerset) Limited		22-Mar-2004	18-Aug-2004

Individual Profile

Mr Keith Cottrell



Current Directorships

Company Name	Title	Appointed	Ceased
AHL Holdings (Manchester) Limited		03-Sep-2003	
AHL Holdings (Wakefield) Limited		03-Sep-2003	
Amey Highways Lighting (Manchester) Limited		03-Sep-2003	
Amey Highways Lighting (Wakefield) Limited		03-Sep-2003	
Amey Tramlink Limited		03-Sep-2003	
Amey Ventures Investments Limited		17-Apr-2003	
Amey Ventures Limited		17-Apr-2003	
Bushclose Limited		03-Sep-2003	
Services Support (Avon & Somerset) Holdings Limited		18-May-2004	
Services Support (Avon & Somerset) Limited		18-May-2004	
Tramtrack Croydon Limited		19-Mar-2003	
Tramtrack Lease Financing Limited		16-Mar-2004	
Tramtrack Leasing Limited		19-Mar-2003	
Treasurepark Limited		03-Sep-2003	
Tube Lines (Holdings) Limited	Alternate to Mr Andrew Latham Nelson	04-Mar-2005	
Tube Lines (Holdings) Limited	Alternate to Mr Santiago Olivares	04-Mar-2005	
Tube Lines (Holdings) Limited	Alternate to Mr Íñigo Meirás	04-Mar-2005	

Past Directorships

Company Name	Title	Appointed	Ceased
Beacon Pipeline Services Limited		10-Feb-1992	21-Feb-2003
Daniel Pipelines Limited		28-Feb-1992	19-Mar-2001
Modus Services (Holdings) Limited		21-Mar-2000	06-Feb-2001
Modus Services plc		21-Mar-2000	06-Feb-2001
UK Highways A55 (Holdings) Limited		08-Dec-1998	05-Mar-2001
UK Highways A55 Limited		08-Dec-1998	05-Mar-2001
UK Highways M40 (Holdings) Limited		23-Jan-1998	12-Feb-2001
UK Highways M40 Finance Limited		19-May-2000	12-Feb-2001
UK Highways M40 Limited		04-Nov-1996	26-Jan-2001

Individual Profile

Mr Andrew Latham Nelson



Current Directorships

Company Name And Registration Number	Country of Inc. / Title	Appointed	Ceased
AHL Holdings (Wakefield) Limited Registration No. [4416057]	England and Wales	31-May-2002	
Amey Highways Lighting (Wakefield) Limited Registration No. [4416055]	England and Wales	31-May-2002	
Amey LUL 2 Limited Registration No. [4602504]	England and Wales	26-Jun-2003	
Amey Tramlink Limited Registration No. [3251656]	England and Wales	25-Jun-2001	
Amey Tube Limited Registration No. [4602869]	England and Wales	26-Jun-2003	
Amey Ventures Investments Limited Registration No. [4738493]	England and Wales	17-Apr-2003	
Amey Ventures Limited Registration No. [4164284]	England and Wales	22-Dec-2002	
Bushclose Limited Registration No. [4330107]	England and Wales	03-Sep-2003	
JNP Ventures 2 Limited Registration No. [4602538]	England and Wales	26-Jun-2003	
JNP Ventures Limited Registration No. [3879135]	England and Wales	02-Dec-2002	
Jubilee Rail Limited Registration No. [4502445]	England and Wales	06-Sep-2002	
Tramtrack Croydon Limited Registration No. [3092613]	England	26-Sep-2001	
Tramtrack Leasing Limited Registration No. [3255005]	England	17-Jan-2003	
Treasurepark Limited Registration No. [4318681]	England and Wales	03-Sep-2003	
Tube Lines (Holdings) Limited Registration No. [4328016]	England and Wales	04-Mar-2005	
Workbusters (Services) Limited Registration No. [2855703]	England	22-Sep-1993	

Past Directorships

Company Name And Registration Number	Country of Inc. / Title	Appointed	Ceased
3 ED Glasgow Limited Registration No. [SC190330]	Scotland	06-Oct-2000	14-Mar-2003
3 ED Holdings Limited Registration No. [SC190329]	Scotland	06-Oct-2000	14-Mar-2003
AHL Holdings (Manchester) Limited Registration No. [4738638]	England and Wales	17-Apr-2003	31-Mar-2004
Airside Services (Operations) Limited Registration No. [3883974]	England and Wales	06-Oct-2000	20-Dec-2001
Airside Services Limited Registration No. [3883982]	England and Wales	06-Oct-2000	20-Dec-2001
Amey Autolink (M6) Limited Registration No. [3275377]	England and Wales	25-Jun-2001	20-Dec-2001
Amey Highways Lighting (Holdings) Limited Registration No. [4138733]	England	25-Jun-2001	20-Dec-2001
Amey Highways Lighting (Holdings) Limited Registration No. [4138733]	England	25-Mar-2002	14-Mar-2003

Individual Profile

Mr Andrew Latham Nelson



Amey Highways Lighting (Manchester) Limited Registration No. [4738640]	England and Wales	17-Apr-2003	31-Mar-2004
Amey Highways Lighting (Walsall) Limited Registration No. [4138736]	England	25-Jun-2001	20-Dec-2001
Amey Highways Lighting (Walsall) Limited Registration No. [4138736]	England	25-Mar-2002	14-Mar-2003
Amey Tube (Holdings) Limited Registration No. [4608645]	England and Wales	13-Dec-2002	06-Jul-2004
Amey Ventures (Netherlands) BV Registration No. [000000]	Netherlands	25-Sep-2000	28-Mar-2003
Argon Ventures Limited Registration No. [3560646]	England	10-May-1999	14-Mar-2003
Astralbrook Limited Registration No. [3218168]	England and Wales	01-Aug-2001	02-Nov-2002
Autolink Concessionaires (A19) Limited Registration No. [4020725]	United Kingdom	19-Jul-2000	14-Mar-2003
Autolink Concessionaires (A19) Limited Registration No. [4020725]	United Kingdom	19-Jul-2000	14-Mar-2003
Autolink Concessionaires (M6) PLC (not Amey Corporate Secretariat) Registration No. [3201364]	England	12-Feb-2003	14-Mar-2003
Autolink Concessionaires (M6) PLC (not Amey Corporate Secretariat) Registration No. [3201364]	England	12-Feb-2003	14-Mar-2003
Autolink Concessionaires (M6) PLC (not Amey Corporate Secretariat) Registration No. [3201364]	England / Alternate Director	30-May-2001	14-Mar-2003
Autolink Holdings (A19) Limited (50% held) Registration No. [4020620]	England	19-Jul-2000	14-Mar-2003
Autolink Holdings (A19) Limited (50% held) Registration No. [4020620]	England	19-Jul-2000	14-Mar-2003
Autolink Holdings (M6) Limited (Not Amey Corporate Secretariat) Registration No. [3319443]	England	30-May-2001	14-Mar-2003
Autolink Holdings (M6) Limited (Not Amey Corporate Secretariat) Registration No. [3319443]	England	12-Feb-2003	14-Mar-2003
Autolink Holdings (M6) Limited (Not Amey Corporate Secretariat) Registration No. [3319443]	England	12-Feb-2003	14-Mar-2003
Barking Power Limited Registration No. [2354681]	England	06-May-1998	03-Apr-1999
City Greenwich Lewisham Rail Link plc Registration No. [3169276]		02-Dec-1997	08-Jun-1999
East Lothian Schools Partnership Limited Registration No. [SC214452]	Scotland	26-Jun-2001	07-Feb-2003
ELSP Holdings Limited Registration No. [SC214451]	Scotland	26-Jun-2001	17-Jan-2003
ESP (Holdings) Limited Registration No. [SC206929]	Scotland	26-Jun-2001	14-Nov-2001
Healthcare Support (Erdington) Holdings Limited Registration No. [3928167]	England	04-Aug-2000	20-Dec-2001
Healthcare Support (Erdington) Limited Registration No. [3912962]	England	04-Aug-2000	20-Dec-2001
Hermes Traffic Limited Registration No. [3675592]	England and Wales	05-Jul-1999	20-Dec-2001
Modus Services (Holdings) Limited Registration No. [3871198]	United Kingdom	23-Mar-2000	14-Mar-2003

Individual Profile

Mr Andrew Latham Nelson



Modus Services plc Registration No. [3902894]	United Kingdom	23-Mar-2000	14-Mar-2003
Servcies Support (BTP) Limited Registration No. [3692736]	England	05-Jul-1999	20-Dec-2001
Services Support (Avon & Somerset) Holdings Limited Registration No. [4738622]	England and Wales	17-Apr-2003	18-Aug-2004
Services Support (Avon & Somerset) Limited Registration No. [4738635]	England and Wales	17-Apr-2003	18-Aug-2004
Services Support (BTP) Holdings Limited Registration No. [3690983]	England	05-Jul-1999	20-Dec-2001
The Edinburgh Schools Partnership Limited Registration No. [SC206930]	Scotland	26-Jun-2001	14-Nov-2001
Tube Lines (Holdings) Limited Registration No. [4328016]	England and Wales / Alternate to Mr Melvyn Ewell	26-Nov-2004	04-Mar-2005
Tube Lines (Holdings) Limited Registration No. [4328016]	England and Wales	01-Nov-2002	19-Dec-2002
Tube Lines (Holdings) Limited Registration No. [4328016]	England and Wales / Alternate Director to Inigo Meiras	26-Nov-2004	04-Mar-2005
Tube Lines (Holdings) Limited Registration No. [4328016]	England and Wales	03-Sep-2003	26-Nov-2004
Ventlock Limited Registration No. [2380748]	England	08-May-1991	30-Apr-1996

Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

-of-

ALC (SUPERHOLDCO) LIMITED

1. NAME

The Company's name is "ALC (SUPERHOLDCO) Limited"

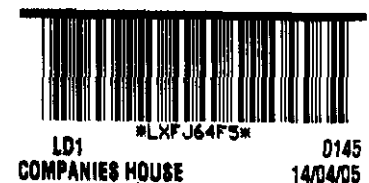
2. REGISTERED OFFICE

The Company's registered office is situated in England.

3. OBJECTS AND POWERS

The Company's objects are:-

- 3.1 to carry on business as a general commercial company;
- 3.2 3.2.1 to acquire and use by way of investment either in the name of the Company, or in that of the nominee, all or any part of the shares, stocks, debentures, debenture stock or other interests of or in any company wherever incorporated or carrying on business, and to vary all or any of such investments from time to time as may be considered expedient;



3.2.2 to acquire any such shares, stocks, debentures, debenture stocks or other interests by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit;

3.2.3 to exercise and enjoy all rights, powers and privileges and fulfil the obligations conferred or imposed by or incident to the ownership of any such shares, stocks, debentures, debenture stocks or other interests;

3.3 to acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;

3.4 to apply for, register, buy, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, secret processes, trade marks, designs, copyright, protections and concessions and to disclaim, modify, use, manufacture under or grant licences or privileges in respect of them, and to spend money in experimenting on, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire or take any interest in for whatever purposes it deems suitable;

3.5 to acquire or agree to acquire the whole or any part of the business, goodwill, or assets of any person carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for any acquisition to undertake all or any of the liabilities of that person, to acquire an interest in, amalgamate with, or enter into partnership, joint venture or into any arrangement for sharing profits, or for co-operation, mutual assistance, subsidising or otherwise assisting that person and to give or accept, for any of those acts or things, any shares, debentures, debenture stock or securities that may be agreed on, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;

- 3.6 to improve, manage, construct, repair, develop, exchange, let, lease, mortgage, charge, sell, dispose of, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
- 3.7 to invest and deal with any money of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- 3.8 to lend and advance money or give credit on any terms, with or without security, to any person;
- 3.9 to enter into guarantees, contracts of indemnity, letters of set-off, and sureties of all kinds, to receive money on deposit or loan upon any terms to secure the payment of any sum of money or the performance of any obligation by any person and to carry out any of those activities even if the Company receives no benefit;
- 3.10 to borrow and raise money in any manner;
- 3.11 to secure the repayment of any money borrowed, raised or owing or any other obligation or liability the Company may undertake or which may become binding on it by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital;
- 3.12 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, loan notes, debentures and other negotiable or transferable instruments;
- 3.13 to apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority to enable the Company to carry any of its objects into effect, or to alter the Company's constitution, or for any other purpose which may directly or indirectly promote the Company's interests, and to oppose any proceedings or

applications which may directly or indirectly prejudice the Company's interests;

- 3.14 to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, to obtain from any government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any of those charters, decrees, rights, privileges, and concessions;
- 3.15 to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government, municipal, local or otherwise in any part of the world;
- 3.16 to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company (or any parent company of the Company) has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to charge for such activities and to make payments by way of management charge, subsidy or otherwise and to enter into any other arrangements which may seem desirable with respect to the business or operations of, or generally in respect of, any such company or companies;
- 3.17 to promote or establish any other company to acquire the whole or any part of the business, property, undertaking or liabilities of the Company, or to undertake 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, guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of that company;

- 3.18 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 buying the business or property;
- 3.19 to act as agent or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- 3.20 to remunerate any person rendering services to the Company either by cash payment or by the allotment to him of, or the granting of options in respect of, shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- 3.21 to distribute among the members of the Company in kind any property of the Company of whatever nature;
- 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 to pay them, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company;
- 3.23 to support, subscribe and make gifts to any charitable or public object or private organisation and to support and subscribe to any institution, society, or club whether or not for the benefit of the Company, its directors or employees and whether or not connected with any town or place where the Company carries on business;
- 3.24 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 served the Company, or any company in its group, or the predecessors in business of the Company or of any company in its group, and to their wives, widows, children and other relatives and dependants, to make payments towards insurance including insurance for any director, officer or auditor against any

liability referred to in Section 310(1) Companies Act 1985 ("the Act") to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of those 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 or option schemes for the benefit of any of the employees of the Company or of any company in its group and to lend money to any such employees or to trustees on their behalf to enable any purchase or option schemes to be established or maintained;

- 3.25 subject to compliance with the Act, to give, whether directly or indirectly, financial assistance (as defined in Section 152(1)(a) of the Act);
- 3.26 to enter into any partnership, joint venture or arrangement for sharing profits, merger or amalgamation of interests or co-operation with any person carrying on or proposing to carry on any business within the objects of the Company and to acquire, sell and deal with shares, stock or securities of any such person;
- 3.27 to procure the Company to be registered or recognised in any part of the world;
- 3.28 to do all or any of the above things or matters in any part of the world, either as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others; and;
- 3.29 to carry on any other trade or business whatsoever, which can, in the opinion of the board of directors, be advantageously carried on by the company in connection with or ancillary to, any of the above businesses or the general business of the company;
- 3.30 to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or of any of the powers given to it by the Act.

However:-

- a) the provisions of this clause 3 shall not be interpreted narrowly; the widest possible interpretation shall be given to each provision;
- b) none of the provisions shall be in any way limited or restricted by any other provision of this clause 3 or the name of the Company;
- c) each sub-clause of this clause 3 shall, for the avoidance of doubt, be construed as an independent object of the Company;
- d) the word "person" in this clause 3 shall (unless the context requires otherwise) include a natural person or a company (including any company in the Company's group or otherwise associated in any way with the Company); and
- e) the word "company" in this clause 3 shall, except where used in reference to the Company, be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere.
- f) The words "the Act" means the Companies Act 1985 but so that any reference in this clause 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

4. MEMBER'S LIABILITY

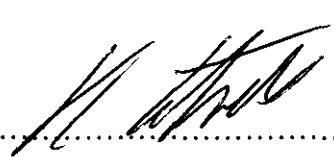
The member's liability is limited.

5. SHARE CAPITAL

The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum. I agree to take the number of shares shown opposite my name.

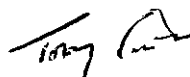
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Name and address of subscriber	Number of shares taken
Amey Ventures Investments Limited The Sherard Building Edmund Halley Road Oxford OX4 4DQ	1 Ordinary Share of £1  for and on behalf of Amey Ventures Investments Limited
TOTAL	1

Dated this

13 April 2005

Witness to the above signatures:-



A.T. SMITH
1 WATERHOUSE SQUARE
LONDON
EC1N 2ST
SOLICITOR

Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

ALC (SUPERHOLDCO) LIMITED

1. **INTRODUCTION**

- 1.1 The regulations contained in Table 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 as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 ("Table A") shall apply to the Company. Table A shall be the Articles of Association of the Company unless it has been excluded or varied by these Articles.

- 1.2 In these Articles:-

"Address" in relation to electronic communications includes any number or address used for the purpose of such communications;

"Section" means a section of the Companies Act 1985, as it may be amended or re-enacted from time to time;

"Regulation" means a regulation in Table A; and

"**Article**" means an Article contained in these Articles.

- 1.3 Regulations 59, 64, 73 to 78, 80, 87, 94 to 97, 101 and 118 shall not apply to the Company.

2. ALLOTMENT OF SHARES

- 2.1 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 section 80 of the Act and to article 2.4 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.
- 2.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue 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 in general meeting shall by special resolution otherwise direct. 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 any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as 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 therefor than the terms on which they were offered to the members. The foregoing provisions of this article 2.2 shall have effect subject to section 80 of the Act.
- 2.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

- 2.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act 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 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.

3. LIEN OVER SHARES

- 3.1 In Regulation 8, the words "(not being a fully paid share)" shall be replaced with the words "(whether fully paid or not)".
- 3.2 The Company shall have a first and paramount lien on all shares (whether fully paid or not) registered in the name of any person who is indebted to, or is in any way liable to, the Company for that indebtedness or liability. This lien will apply even if that person is a joint owner of shares and it will also bind that person's estate or trustee in bankruptcy.

4. FORFEITING SHARES

- 4.1 This Article 4.1 will apply if the directors make a call in respect of a member's shares and the member does not pay. If the Company has to pay any costs or expenses in connection with the member's failure to pay the call, the directors may decide that the member will also be liable for those costs or expenses. Regulations 18 and 21 shall be altered accordingly.

5. TRANSFERRING SHARES

- 5.1 The directors can, without restriction, refuse to register a transfer of any shares, whether or not those shares are fully paid. They do not have to give any reasons for refusing. A "transfer" for the purpose of these Articles includes the renunciation of any allotment of shares. It also includes the renunciation of any rights to subscribe for shares or to receive an allotment of shares.

6. PROXIES

6.1 The appointment of a proxy shall be executed by or on behalf of the appointer and in any common form or in such other form as the directors may approve and shall be deemed to include authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in it, be valid for any adjournment of the meeting as well as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply.

6.2 The appointment of a proxy must:

6.2.1 In the case of an appointment which is not contained in an electronic communication, be received at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, together with any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors;

6.2.2 In the case of an appointment contained in an electronic communication, where an address has been specified or agreed by the directors for the purpose of receiving electronic communications, be received at such address not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which an appointment contained in an electronic communication is made or a copy of the authority, be certified notarially or in some other manner approved by the directors, must be received at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

6.2.3 In the case of an appointment which is not contained in an electronic communication, be received at the meeting or adjourned meeting at which the person named in the appointment proposes to vote, together with any

authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors,

and an appointment of a proxy which is not received in a manner so permitted shall be invalid. *Regulation 62 of Table A shall not apply.*

7. GENERAL MEETINGS AND RESOLUTIONS

- 7.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act 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 auditors for the time being of the Company.
- 7.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 7.3 below, 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.
- 7.3 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.
- 7.4 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting 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 general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 7.5 Regulations 40 and 41 in Table A shall not apply to the Company.
- 7.6 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 7.7 below.

- 7.7 Any decision taken by a sole member pursuant to article 7.6 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
- 7.8 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.
- 7.9 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.
- 7.10 Unless resolved by ordinary resolution that Regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in Regulation 63 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

8. APPOINTING AND REMOVING DIRECTORS

- 8.1 The maximum and minimum numbers of directors may be decided by ordinary resolution of the Company from time to time. If no resolution is made, there shall be no maximum number of directors and the minimum number of directors shall be one. When the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions granted to the directors by Table A and by these Articles. A sole director may do this by written resolution. Regulations 89 and 90 shall be altered accordingly.
- 8.2 The directors do not need to retire by rotation. The final two sentences of Regulation 79 shall not apply to the Company.

8.3 No person can be appointed a director at any general meeting unless:-

8.3.1 they are recommended by the directors; or

8.3.2 they are proposed by a person qualified to vote at the General Meeting. In that case, the member proposing the director must, not less than 14 and no more than 35 clear days before the date of the meeting, give notice to the Company of their intention to propose the person for appointment and also send to the Company a notice signed by that person indicating his willingness to be appointed.

Subject to this, the Company may by ordinary resolution appoint any person to be a director, either to fill a vacancy or as an additional director.

8.4 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 8.1 above as the maximum number of directors and for the time being in force

8.5 There shall be no restrictions (other than those imposed by law or by Table A) on who may be appointed a director of the Company. A person of any age may be appointed and no director will be required to vacate his office because he has reached a particular age.

8.6 The Company may by extraordinary resolution remove any director at any time. However:

8.6.1 a removal of a director will not affect any claims that the director may have against the Company for breach of contract or otherwise; and

8.6.2 the power to remove a director under this Article 8.6 is in addition to, and without prejudice to, Sections 303 and 304 of the Act.

9. **ALTERNATE DIRECTORS**

9.1 An alternate director appointed under Regulation 65 can represent more than one director. At any meeting of the directors (or of any committee of the directors), the alternate director shall be entitled to one vote for every director that he represents, as

well as his own vote as a director, if he has one. However, an alternate director shall only count as one for the purpose of determining whether a quorum is present, irrespective of how many directors he represents.

- 9.2 Alternate directors will not be entitled to be paid any remuneration by the Company. However, the person who has appointed the alternate director may, by giving written notice to the Company, direct that any payment due from the Company to them should be paid to the alternate director and the first sentence of Regulation 66 is altered accordingly.
- 9.3 If something happens which could cause an alternate director, if he was a director, to vacate the office of director, then the appointment of that alternate director will automatically terminate.

10 POWERS AND PROCEEDINGS OF DIRECTORS

- 10.1 This Article 10.1 applies if a meeting of the directors (or of a committee of directors) considers any proposal where a director has an interest which conflicts, or could conflict, with the interests of the Company. If this Article applies, the director must disclose that interest to the meeting in accordance with Section 317. As long as the director does this, he may vote at the meeting and may be counted in determining that a quorum is present at the meeting. A disclosure made by a director which complies with Section 317 will be sufficient disclosure for the purposes of Regulations 85 and 86.

- 10.2 If the Company is a member of another corporation then any director:

10.2.1 is authorised under Section 375 to act as the Company's representative at any meeting of such a corporation or at any meeting of a class of members of that corporation;

10.2.1 may sign any written resolution of the members of that corporation; or

10.2.2 may act as a signatory to conclude any particular business in relation to that corporation

as if the board of directors of the Company had given its consent.

10.3 The directors may exercise all the powers of the Company to pay or provide pensions, annuities, gratuities, superannuation and other allowances and benefits to:-

10.3.1 current and former directors;

10.3.2 current and former employees; and

10.3.3 dependants and relatives of current and former directors and employees

of the Company or any subsidiary or associated company. The directors may retain any benefits received by any of them as a result of their exercise of these powers.

10.4 If a director performs special services for the Company which are outside the normal scope of his duties, then that director may receive extra remuneration. The amount of the remuneration will be decided by the directors and will be charged as part of the Company's ordinary revenue expenses. However, the directors do not need to give extra remuneration to any director who performs special services without being requested to do so by the directors.

10.5 A meeting of the board of directors or of a committee may be held by means of video-conference, telephone or similar communications equipment. However, everybody who participates in the meeting must be able to hear each other. Any person participating in a meeting held in this manner shall be deemed to be present in person at the meeting. They will therefore count towards the quorum and be entitled to vote in any resolutions proposed to be passed at the meeting.

10.6 A meeting at which one or more of the directors attends by the means described in 10.5 above, is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

11 **BORROWING**

11.1 The directors may exercise all the powers of the Company to:-

11.1.1 borrow money without limit as to amount on such terms and in such manner as they think fit;

11.1.2 grant any mortgage, charge or standard security over all or any part of its undertaking, property and uncalled capital; and

11.1.3 subject (in the case of any security convertible into shares) to Section 80, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

12. NOTICES

12.1 In Regulation 112 the words "first class" shall be inserted before the words "post in a pre-paid envelope".

12.2 Where notice is communicated electronically the notice shall be deemed to be given at the time it is correctly transmitted to the person to whom it is addressed.

13. COMPANY SEAL

13.1 Where a 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 a director and by the secretary or second director. The obligation under Regulation 6 in Table A relating to the sealing of share certificates shall only apply if the Company has a seal.

13.2 The Company is authorised under Section 39 of the Act to have one or more official seals which can be used outside the United Kingdom and this power may be exercised by the directors.

14. OFFICER'S INDEMNITY

14.1 Insofar as the following provisions are not avoided by Section 310 of the Act:-

14.1.1 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 in relation to the performance of the duties of his office, including any liability incurred by him in defending any proceedings, either civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under Sections 144 or 727 of the Act in which relief is granted to him by the Court; and

14.1.2 no director or other officer shall be liable to the Company or any third party for any loss or damage suffered by the Company arising out of that person's performance of their duties of office.

14.2 The directors shall have the power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

Name and Address of Subscriber:


Amey Ventures Investments Limited, The Sherard Building, Edmund Halley Road, Oxford
OX4 4DQ


.....

For and on behalf of Amey Ventures Investments Limited

Dated 13 April 2005

Witness to the above signatures:-


A. T. SMITH
1 WATERHOUSE SQUARE
LONDON
EC1N 2ST
SOLICITOR