

C E R T I F I C A T E O F U P D A T I N G

THIS IS TO CERTIFY THAT THIS IS AN UPDATED COPY OF THE
MEMORANDUM & ARTICLES OF ASSOCIATION OF

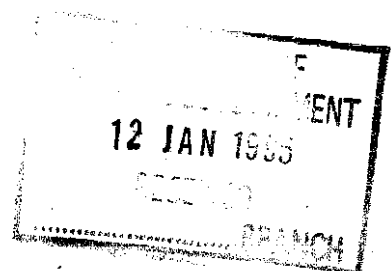
J. N. CRAIG LIMITED

AS AT THE : 23RD JULY, 1986.

SIGNED :

Om Kane

DIRECTOR



No. N.I. 19518



Certificate of Incorporation

I hereby certify that

SULTAN AGENCIES LIMITED

.....
.....
.....
is this day Incorporated under the Companies Acts (Northern Ireland) 1960 to 1982; and that
the Company is limited

Given under my hand at Belfast, this twenty-eighth day
of May One Thousand Nine Hundred and eighty-six

Ray A. Russell
ASSISTANT Registrar of Companies for Northern Ireland

12 JAN 1995

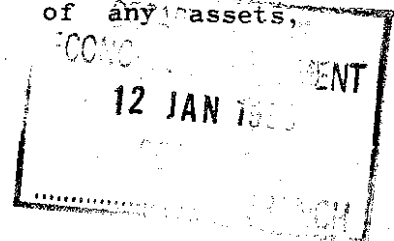
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

J. N. CRAIG LIMITED

1. The name of the Company is: "J. N. CRAIG LIMITED"
2. The Registered Office of the Company will be situate in Northern Ireland.
3. The objects for which the Company is established are:-
 - (A) To carry on the business or businesses of Insurance and Investment Consultants, Insurance Managers and Agents, including the business of Brokers, Managers and Agents for Insurance and Assurance of every description, Mortgage Brokers, Managers and Agents, Loss Assessors and Claims Adjusters and agents in connection with Insurance claims of all types and descriptions.
 - (B) To carry on business as Consultants and Advisers on problems relating to Administration and installation of Accounting Systems, organising and training of Personnel for business and industrial purposes and to carry on all or any of the businesses of Industrial, Business and Personnel Consultants and to examine, consider, advise upon and make recommendations as to the best means or methods for extending, and/or developing and/or improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services. To advance the art and science of management distribution, marketing and selling practice and principles, to develop improved management, distribution, marketing and selling procedures, to engage in development and research of and in all and any problems relating to personnel, industrial and business management and distribution, marketing and selling, to collect, prepare and distribute statistics and information relating to any type of business or industry and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the Company's objects and to act as agents or managers in carrying on any business concerns and undertakings and to employ experts to investigate and examine into the condition, management prospects, value and circumstances of any business concerns and undertakings and generally of any assets, property or rights of any kind.



- (C) To carry on any other trade or business, whether manufacturing or otherwise which can, in the opinion of the Board of Directors be advantageously carried on by the Company.
- (D) To purchase, take on lease, take in fee farm or in exchange hire or otherwise acquire and hold for any estate or interest whatsoever any real or personal property and any rights or privileges of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof and in particular any land, buildings, easements, concessions, vehicles, ships, machinery, plant and stock-in-trade.
- (E) To build, construct, alter, set-up, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things.
- (F) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (G) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (H) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, joint adventure, reciprocal concession or co-operation or for limiting competition with any company, firm or person carrying on or engaged in or proposing to carry on or engage in any business trade or transaction within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to subscribe for take or otherwise acquire and hold, sell, deal with or

dispose of any shares or stock in or debentures or other securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

- (I) To improve, manage, develop, grant rights, easements or privileges in respect of or otherwise deal with, all or any part of the property and rights of the Company and also to invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (J) To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (K) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations, or other securities in or guaranteed by any Company constituted or carrying on business in the United Kingdom and or any part of the world whether or not such company has objects altogether or in part similar to those of the Company and Debentures, Debenture Stock, Bonds, Obligations or other Securities guaranteed by any Government or Authority, Municipal, local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (L) To lend and advance money or give credit to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested and generally to give guarantees and indemnities.
- (M) To receive money on deposit or loan and borrow or raise money 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 mortgage, charge or lien upon all or any of the property or assets of the Company (both present and 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 other person or company of any obligation undertaken by the Company or any other person or company as the case may be and generally to act as bankers for customers and others.

- (N) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (O) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of any Government Department or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
- (P) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
- (Q) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Solicitors or experts or agents; and also to employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (S) To pay for any property or rights acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by allotment of debentures or any other securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (T) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension

or superannuation funds for the benefit of, and 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 a subsidiary of the Company, or was taken over or otherwise acquired by the Company or is allied to or associated with the Company or with any such subsidiary company, 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 establish and subsidise and subscribe to any institutions, associations, 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, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- (U) To procure the Company to be registered or recognised in Great Britain the Republic of Ireland or in any other part of the world.
- (V) To establish, or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights 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 other company.
- (W) To sell, lease, mortgage, grant in fee farm, exchange or otherwise dispose of the real or personal property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and to accept payment for any real or personal property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation whether or not having objects altogether or in part similar to those of the Company and whether or not such shares or stock shall have preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- (Y) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

- (a) the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or unincorporate, and whether domiciled in Northern Ireland, or elsewhere, and
- (b) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Table A in the first Schedule to the Companies Act (Northern Ireland), 1960.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
--	---

Dorothy May Kane
138 University Street
BELFAST BT7 1HJ

One

Company Director

Edna Elma Heron
138 University Street
BELFAST BT7 1HJ

One

Company Director

Dated this 19th day of May 19 86

Witness to the above signatures:-

David McNeill
138 University Street
BELFAST BT7 1HJ

COMPANY LIMITED BY SHARES

Articles of Association

OF

J. N. CRAIG LIMITED

PRELIMINARY

1. The Company shall be a private Company within the meaning of the Companies Act (Northern Ireland) 1960, as amended by the Companies (Northern Ireland) Order 1978, the Companies (Northern Ireland) Order 1981 and the Companies (Northern Ireland) Order 1982, to be cited together as the Companies Acts (Northern Ireland) 1960 to 1982, and subject as hereinafter provided the regulations contained or incorporated in Part I of Table A in the first Schedule to the Companies Act (Northern Ireland) 1960 shall apply to the Company

2. Regulations 3, 24, 77, 86 (2) and 86 (4), 90, 91, 92, 93 and 94, shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors who may allot, grant options over, or otherwise dispose of them to such persons, at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount.

TRANSFER AND TRANSMISSION OF SHARES

4. In regulation 22 of Part I of Table A the words "and transferee" shall be deleted.

5. The Directors may in their absolute discretion and without giving any reason decline to register any transfer of Shares, whether fully paid or not to any person, not being already a Member of the Company.

6. In order to ascertain whether any member is willing to purchase the share or shares offered for sale, the seller, whether entitled in his own right or otherwise, shall give

notice to the Directors that he desires to sell the share or shares, and such notice shall constitute the Directors his agent to contract with any member for the sale of the share or shares at the price to be determined as hereinafter mentioned.

7. The Company shall within ten days of the receipt of the last mentioned notice, give notice to every member of the proposed sale in the event of two or more members wishing to purchase the share or shares offered for sale, the same shall be offered to such members in proportion as nearly as may be to the number of shares of the Company held by them respectively. If the Directors fail for the space of twenty-eight days to find a member willing to purchase the share or shares and to give notice to the seller, the share or shares may be disposed of as if these provisions had not been made.

8. The value of such share or shares (if not mutually agreed upon) shall be fixed by the Auditor or Auditors for the time being of the Company, and the price so fixed shall be binding upon the seller and the purchaser respectively.

LIEN

9. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

10. The words "the Appointment of and" shall be omitted in regulation 54 of Part I of Table A.

11. The words "twenty one" shall be substituted for the word "thirty" in regulation 59 of Part I of Table A.

12. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven. If at any time and from time to time there shall be only one Director of

the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

14. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

15. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

16. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, 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 paragraphs (2) and (4) of regulation 86 of Table A Part I, shall not apply to the Company.

17. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any Order made under Section 179 of the Act.
- (5) If he is removed from office by a resolution duly passed under Section 175 of the Act.

BORROWING POWERS OF DIRECTORS

18. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof subject to Article 16 of the Companies (Northern Ireland) Order 1981, and 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 and the proviso to Regulation 81 of Part I of Table A shall be omitted from the words "so however" to the end.

SEAL

19. In regulation 115 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

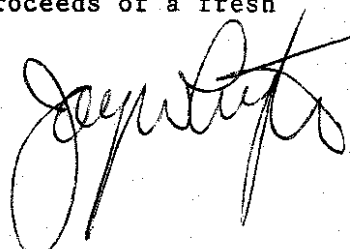
INDEMNITY

20. Subject to the provisions of Section 196 of the Companies Act (Northern Ireland), 1960, and in addition to such indemnity as is contained in regulation 138 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

PENSION AND SUPERANNUATION FUNDS

21. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company, or any subsidiary of the Company, or to any person who is, or has been a Director or other officer of the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any Association or Fund which they consider to be for the benefit of the Company or any such subsidiary or any such person as aforesaid, and make payments for or towards any hospital or scholastic expenses or any insurance of any such person. Provided that any Director shall be entitled to retain any benefit received by him hereunder, subject only, where the Act requires, to proper disclosure to the members and the approval of the Company in General Meeting.

X 22. Subject to the provisions of the Order, the Company may purchase its own shares (including any redeemable shares) and, if it is a private Company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Dorothy May Kane
138 University Street
BELFAST BT7 1HJ

Company Director

Edna Elma Heron
138 University Street
BELFAST BT7 1HJ

Company Director

Dated this 19th day of May 19 86

Witness to the above signatures:-

David McNeill
138 University Street
BELFAST BT7 1HJ

This is to certify that this document
has been produced by the lithography
process by COMPANY REGISTRATION AGENTS
138 University Street, BELFAST BT7 1HJ
D.M. Kane