

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

May A. Russell

ASSISTANT

Registrar of Companies for Northern Ireland

No. N.I.



Certificate of Incorporation

I hereby certify that

.....
.....
.....
.....

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, thisday
of One Thousand Nine Hundred and

Registrar of Companies for Northern Ireland

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. NI 19518



Certificate of Incorporation on Change of Name

Whereas

_____ SULTAN AGENCIES LIMITED _____

was incorporated as a LIMITED COMPANY

under the COMPANIES ACTS (NORTHERN IRELAND) 1960 to 1982

on the twenty-eighth day of May 1986

And Whereas by special resolution of the Company it has changed its name;

Now therefore I hereby certify that the Company is a LIMITED COMPANY

_____ incorporated under the name of

J. N. CRAIG LIMITED

Given under my hand at Belfast, this thirty-first day of

July One thousand nine hundred and eighty-six

Assistant

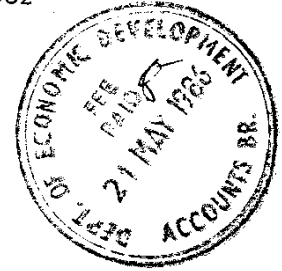
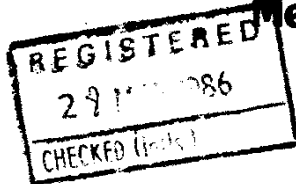
Illegible signature
Registrar of Companies for Northern Ireland

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

SULTAN AGENCIES LIMITED



1. The name of the Company is: "SULTAN AGENCIES 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) (1) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement, and including the sale, lease, retail or otherwise of pre-recorded video cassettes and magnetic tapes of all types.
 - (2) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors, and brokers for the sale or purchase of goods and the provision of services and travel.
 - (B) (1) To carry on all or any of the following businesses; proprietors of shops, warehouses, workshops and factories of all kinds, hotels, cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, holiday camps and chalets, wine and spirit merchants, licensed victuallers, financial agents and brokers insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, film and record producers, theatrical agents, chemists, grocers, greengrocers, tobacconists, confectioners printers, stationers, garage proprietors, caravan dealers, funeral directors and undertakers, book makers, caterers, consultants, estate agents, hairdressers, photographers, security contractors, and detective agents, confirmers and shipping agents.
 - (2) To carry on business as repairers and cleaners of any articles of commercial, manufacturing, personal and household use.
 - (3) To carry on the business of financiers for the promotion of the sale for cash or on credit or on the instalment system, lease, hire purchase, hire agreement or easy payment or otherwise of machinery appliances, requisites, accessories and supplies of every description.

- (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

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Dorothy May Kane *Dm Kane*
 138 University Street
 BELFAST BT7 1HJ

 Company Director

Edna E. Heron
 Edna Elma Heron
 138 University Street
 BELFAST BT7 1HJ

 Company Director

Dated this 19th day of May 1986

Witness to the above signatures:-

David McNeill
 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

Dm Kane

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.

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 *Dm Kane*
138 University Street
BELFAST BT7 1HJ

One

Company Director

Edna Elma Heron
Edna Elma Heron
138 University Street
BELFAST BT7 1HJ

One

Company Director

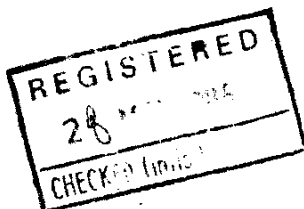
Dated this 19th day of May 19 86

Witness to the above signatures:-

David McNeill
David McNeill
138 University Street
BELFAST BT7 1HJ

10.1.19518/2

COMPANY LIMITED BY SHARES



Articles of Association

OF

SULTAN AGENCIES 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

412

Please do not write
in this binding
margin



Please complete legibly, preferably in black type, or bold block lettering

*Insert full name
of Company

For official use

Company number

Name of Company

SULTAN AGENCIES LIMITED

1. DOROTHY MAY KANE

of 138 University Street, RELEAST BT7 1HJ

Please indicate whether you are a Solicitor engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under Article 57 of the Companies (Northern Ireland) Order 1978.

do solemnly and sincerely declare that I am A person named as Secretary of the Company
in the statement delivered under Article 57 of the Companies (Northern Ireland)
Order 1978

of*

SULTAN AGENCIES LIMITED

and that all the requirements of the Companies Acts (Northern Ireland) 1960 to 1982 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Acts 1835

Declared at 543 Antrim Road,
BELFAST BT15 3BU

Signature of Declarant

the 19th day of May

One thousand nine hundred and Eighty-Six

before me. [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any):

For on **ECONOMIC DE**
New companies section
Companies R

Post room

DEPARTMENT OF
ECONOMIC DEVELOPMENT
Companies section
Companies Registration
RECEIVED
20 MAY 1986

RECEIPT No.

CHECKED (Intls.)

Company Registration Agents
138 UNIVERSITY STREET, BELFAST 7

G

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 to 1982

Statement of first directors and secretary and intended situation of registered office

Pursuant to Articles 57 and 131(2) of the Companies (Northern Ireland) Order 1978

Form No. 1

REGISTERED
28 MAY 1986
CHECKED

Please do not write in this binding margin



To the Registrar of Companies

For official use

Please complete legibly, preferably in black type, or bold black lettering

*delete if inappropriate

Name of Company

N.I. 195185

SULTAN AGENCIES Limited*

The intended situation of the registered office of the company on incorporation is as stated below

At the Offices of:-
Holdfast Limited
138 UNIVERSITY STREET,
BELFAST BT7 1HJ.

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

COMPANY REGISTRATION AGENTS
138 UNIVERSITY STREET
BELFAST BT7 1HJ.

Number of continuation sheets attached (see note 1)

Presentor's name, address and reference (if any):

HOLDFAST LIMITED
COMPANY REGISTRATION AGENTS
138 UNIVERSITY STREET
BELFAST BT7 1HJ.

For official use

General section

Post room

DEPARTMENT OF
ECONOMIC DEVELOPMENT
Companies Registration
RECEIVED
20 MAY 1986

RECEIPT No.

CHECKED (Incls.)

page 1

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin

Name (note 3)	Dorothy May Kane	Business occupation	Co. Director
Previous name(s) (note 3)		Nationality	British
Address (note 4)	111 Knockview Drive Tanderagee. Co. Armagh. BT62 2BL	Date of birth (where applicable) (note 6)	
Other directorships†			
see attached list			
I hereby consent to act as director of the company named on page 1			
Signature		Date 19.5.86	

Important—
The particulars to be given are those referred to in Article 57 of the Companies (Northern Ireland) Order 1978, and section 191 of the Companies Act (Northern Ireland) 1960 as amended by Article 95 of the Companies (Northern Ireland) Order 1982. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). This space is insufficient use a continuation sheet.

Name (note 3)	Edna Elma Heron	Business occupation	Co. Director
Previous name(s) (note 3)		Nationality	British
Address (note 4)	2 Harland Park Belfast BT4 1HZ	Date of birth (where applicable) (note 6)	
Other directorships†			
see attached list			
I hereby consent to act as director of the company named on page 1			
Signature Edna E. Heron		Date 19.5.86	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships†			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not write in
this binding margin

Important—
The particulars to be
given are those referred
to in Article 57 of the
Companies (Northern
Ireland) Order 1978
and section 191 of
the Companies Act
(Northern Ireland)
1960. Please read the
notes on page 4 before
completing this part
of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	Dorothy May Kane
Previous name(s) (note 3)	
Address (notes 4 & 7)	111 Knockview Drive TANDERAGEE, Co. Armagh. BT62 2BL
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Dm Kane</i> Date 19.5.86

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Article 57 of the
Companies (Northern
Ireland) Order 1978.

†delete as
appropriate.

Signed by or on behalf of the subscribers of the memorandum*

Signature *Dm Kane* [Subscriber] [Agent]† Date 19.5.86

Signature *Adina E. Heenan* [Subscriber] [Agent]† Date 19.5.86

NOTES

1. If the spaces on Page 2 are insufficient the names and particulars must be entered on the prescribed continuation sheet(s).
2. 'Director' includes any person who occupies the position of a director by whatever name called, and any person in accordance with whose directions or instructions the directors are accustomed to act.
3. Full names must be given. In the case of an individual, his present Christian name(s) and surname must be given together with any previous Christian names or surname. 'Christian name' includes a forename and 'surname', in the case of a peer or person usually known by a title different from his surname, means that title. In the case of a corporation, its corporate name must be given. 'Previous Christian names or surname' does not include:—
 - (a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
 - (b) in the case of any person, a previous Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
 - (c) in the case of a married woman, the name or surname by which she was known previous to the marriage.
4. Usual residential address must be given or, in the case of a corporation, the registered or principal office.
5. The names of all bodies corporate incorporated in Northern Ireland of which the director is also a director (see note 2) or has been a director at any time during the preceding five years must be given. A current or past directorship need not be disclosed however if it has been held in a body corporate which, throughout that directorship (excluding any period of the directorship held more than five years ago), has been a dormant company, i.e., one for which no significant accounting transaction (within the meaning of Article 14(6) of the Companies (Northern Ireland) Order 1982) has occurred.
6. Dates of birth need only be given in the case of directors of a company which is subject to section 176 of the Companies Act (Northern Ireland) 1960, namely a company which is a public company or, being a private company, is a subsidiary of a public company, or of a body corporate registered as a public company under the law relating to companies for the time being in force in Great Britain.
7. Where all the partners in a firm are joint secretaries, only the name and principal office of the firm need be stated.

Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office.

Please do not write in
this binding margin.

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 to 1982

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Please complete
legibly, preferably
in black type, or bold
block lettering.

Continuation sheet No.
to Form No. 1

For official use

--

Name of Company

*delete if
inappropriate

Limited*

Particulars of the first directors (continued) (note 2).

Enter particulars of
other directorships
held or previously
held (see note 5). If
this space is
insufficient
continue overleaf.

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships†	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships†	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Particulars of other directorships held or previously held (note 5) specifying the director in question

Please do not
write in this
binding margin.



LIST OF PAST AND PRESENT DIRECTORSHIPS OF D.M.KANE

HOLDFAST LIMITED
BUYWELL PROPERTIES LIMITED
QUICK CONSTRUCTION LIMITED
UNIVENT UNIVERSAL ENTERPRISES COMPANY LIMITED
SPERRIN HAULAGE LIMITED
HIRE-A-HAND LIMITED
SILENT VALLEY FISHERIES LIMITED
DOCKLAND ENTERPRISES
EDENMORE BUILDERS LIMITED
FALCON BOILERS LIMITED
VIKING BOILERS LIMITED
LARCH ENTERPRISES LIMITED
DILL ENTERPRISES LIMITED
EDENDERRY BUILDING CONTRACTORS LIMITED
BLIGH ENTERPRISES LIMITED
THE HOMESTEAD INN LIMITED
THE RAINBOW INN LIMITED
VILLA CONTRACTORS LIMITED
KRYSTAL FOODS LIMITED
MOYLE CONTRACTORS LIMITED
VERGAN CONTRACTORS LIMITED
WHITEHORN ENTERPRISES LIMITED
BRANAGH COMMODITY CO. LIMITED
CORIANDER COMMODITIES LIMITED
CRISPIN CONTRACTORS LIMITED
DALVEEN ENTERPRISES LIMITED
DORRINGTON ENTERPRISES LIMITED
DORSTONE CONTRACTORS LIMITED
EASTONVILLE TRADERS LIMITED
GARAMOND TRADERS LIMITED
PROFESSIONAL CAR DEALERS LIMITED
RAMPART ENTERPRISES LIMITED
INGLEWOOD ENTERPRISES LIMITED
KESTREL TRADING CO. LIMITED
LARKSPUR ENTERPRISES LIMITED
LYSANDER ENTERPRISES LIMITED
OBERON ENTERPRISES LIMITED
MALLVIEW FURNISHINGS LIMITED
PEVERIL ENTERPRISES LIMITED
ROKEBY CONTRACTORS LIMITED
SARABAND ENTERPRISES LIMITED
SPACE INNS LIMITED
DELWYN ENTERPRISES LIMITED
EMPORIUM TRADERS LIMITED
RONDELLA ENTERPRISES LIMITED
CARAWAY COMMODITIES LIMITED
CELANDINE ENTERPRISES LIMITED
CONISTON COMMODITIES LIMITED
DRUMLESTER ENTERPRISES LIMITED
ESKER ENTERPRISES LIMITED
FALLOWFIELD ENTERPRISES LIMITED
FOXGLOVE ENTERPRISES LIMITED
GLASKER COMMODITIES LIMITED
GLENPOWER TRADING COMPANY LIMITED
GLENVARLOCK ENTERPRISES LIMITED
HEATHERBELL ENTERPRISES LIMITED
INVEGARRY ENTERPRISES LIMITED
KEEL ENTERPRISES LIMITED
KILLARD ENTERPRISES LIMITED
KILLY ENTERPRISES LIMITED
LEVEROGUE ENTERPRISES LIMITED
MAYFLOWER ENTERPRISES LIMITED
MORAY TRADING COMPANY LIMITED

TROSTAN ENTERPRISES LIMITED
AZTEC CONTRACTORS LIMITED
VIRGINIA ENTERPRISES LIMITED
DACRE ENTERPRISES LIMITED
TWEENWAYS ENTERPRISES LIMITED
CREW ENTERPRISES LIMITED
VITALLA ENTERPRISES LIMITED
ARDWYN LIMITED
BRISBANE ENTERPRISES LIMITED
BRED A ENTERPRISES LIMITED
CASPAR ENTERPRISES LIMITED
CROSSHAVEN ENTERPRISES LIMITED
CROSSROADS ENTERPRISES LIMITED
CAIRN ENTERPRISES LIMITED
DELAWARE TRADING CO. LIMITED
DERRYORK LIMITED
HILLCREST COMMODITIES LIMITED
MILLSIDE ENTERPRISES LIMITED
REDONDO ENTERPRISES LIMITED
ROSEDENE ENTERPRISES LIMITED
RUMAH LIMITED
THOMPSON McCLURE LIMITED
SIERRA SUPPLY CO. LIMITED
VERBINA ENTERPRISES LIMITED
ALEXANDRA TIMBER & GLASS LIMITED
CARLISLE ENTERPRISES LIMITED
ARVALEE CONSTRUCTION CO. LIMITED
DIVIS COMMODITIES LIMITED
BUILDINGS AND TANKS LIMITED
CARN INDUSTRIAL TOOLS LIMITED
COMTEC BUSINESS & MARKETING CONSULT
LIMITED
DUNROY PACKAGING LIMITED
FUTURA FASHION FAIR LIMITED
GLASGIVEN CONTRACTS LIMITES
GOSFORD LIMITED
KATNOE LIMITED
ORMEAU TRAVEL LIMITED
LUXADENE LIMITED
CHOLLA TRADING COMPANY LIMITED
CAEN LIMITED
SUNBLEND LIMITED
ROCKSBORO INVESTMENTS LIMITED
PALM ENTERPRISES LIMITED
TWILIGHT ENTERPRISES LIMITED
ARIZAN ENTERPRISES LIMITED
INDIGO INVESTMENTS LIMITED
MARDONA LIMITED
MILESTONE LIMITED
PEAKVIEW LIMITED
TARTANA LIMITED
TYNDARA LIMITED
HERONA ENTERPRISES LIMITED
MANDERA ENTERPRISES LIMITED
STRANEAGLE LIMITED
SHREWSBURY INVESTMENTS LIMITED
EVERSLEE LIMITED
LYNETTE LIMITED
VALETTA LIMITED
BARBARY ENTERPRISES LIMITED
JASPAR INVESTMENTS LIMITED
MARNDUFF LIMITED
WYNHI LIMITED

LIST OF PAST AND PRESENT DIRECTORSHIPS OF D.M.KANE

MOVILLA ENTERPRISES LIMITED	CARLYLE (CRA) LIMITED
BROCK ENTERPRISES LIMITED	CAPISTRAN ENTERPRISES LIMITED
RICKARD ENTERPRISES LIMITED	EXORNA LIMITED
YOAN ENTERPRISES LIMITED	FONTANA AGENCIES LIMITED
ROAN INVESTMENTS LIMITED	GROVE (CRA) LIMITED
VADOS ENTERPRISES LIMITED	GLENDOWER AGENCIES LIMITED
ZOE ENTERPRISES LIMITED	CARAWAY AGENCIES LIMITED
ASA AGENCIES LIMITED	MERMAID INVESTMENTS LIMITED
DELIA ENTERPRISES LIMITED	LARA INVESTMENTS LIMITED
NAVAN INVESTMENTS LIMITED	SHANDON AGENCIES LIMITED
NASILLA INVESTMENTS LIMITED	VADY ENTERPRISES LIMITED
PARADISE INVESTMENTS LIMITED	ALDER AGENCIES OF N.I. LIMITED
T.S.I. TINDAYA 408 CLUB LIMITED	BROCKLIS ENTERPRISES LIMITED
T.S.I. PORTONOVO 127 CLUB LIMITED	CASTLETON (CRA) LIMITED
T.S.I. PORTONOVO 135 CLUB LIMITED	CEDAR INVESTMENTS (CRA) LIMITED
T.S.I. PORTONOVO 134 CLUB LIMITED	DERGALT INVESTMENTS LIMITED
T.S.I. PORTONOVO 138 CLUB LIMITED	FIESTA INVESTMENTS LIMITED
T.S.I. PORTONOVO 119 CLUB LIMITED	KERNAN AGENCIES LIMITED
T.S.I. PORTONOVO 129 CLUB LIMITED	KILTINNY ENTERPRISES LIMITED
T.S.I. PORTONOVO 123 CLUB LIMITED	MOURNE ENTERPRISES LIMITED
T.S.I. PORTONOVO 131 CLUB LIMITED	NAHINCH INVESTMENTS LIMITED
T.S.I. PORTONOVO 133 CLUB LIMITED	PORTVIEW ENTERPRISES LIMITED
T.S.I. TINDAYA 202 CLUB LIMITED	RAPIER INVESTMENTS LIMITED
T.S.I. TINDAYA 203 CLUB LIMITED	ROSEBERRY ENTERPRISES LIMITED
T.S.I. TINDAYA 402 CLUB LIMITED	SHANONNY ENTERPRISES LIMITED
T.S.I. TINDAYA 404 CLUB LIMITED	TEENA ENTERPRISES LIMITED
T.S.I. TINDAYA 415 CLUB LIMITED	TIRQUIN ENTERPRISES LIMITED
T.S.I. TINDAYA 416 CLUB LIMITED	TIEVENNY ENTERPRISES LIMITED
CREW ENTERPRISES (1985) LIMITED	ROCKMOUNT INVESTMENTS LIMITED
CASPAR ENTERPRISES (1985) LIMITED	OAKFIELD AGENCIES LIMITED
ROSEDENE ENTERPRISES (1985) LIMITED	CORBO INVESTMENTS LIMITED
HARBOUR ENTERPRISES (1985) LIMITED	TOPLINE INVESTMENTS (CRA) LIMITED
CASTLECO (1985) LIMITED	GROVE INVESTMENTS (CRA) LIMITED
FINCH ENTERPRISES (1985) LIMITED	CAVALIER AGENCIES LIMITED
IVYGLEN (1985) LIMITED	EVERLEA (CRA) LIMITED
ESKER ENTERPRISES (1985) LIMITED	HELGOR (CRA) LIMITED
RUMAH (1985) LIMITED	CITY INVESTMENTS (CRA) LIMITED
WOODELLA (1985) LIMITED	MOTALEE INVESTMENTS LIMITED
FOXGLOVE ENTERPRISES (1985) LIMITED	KENSINGTON (CRA) LIMITED
CROSSHAVEN ENTERPRISES (1985) LIMITED	DRUMLESTER AGENCIES LIMITED
ZENDA ENTERPRISES (1985) LIMITED	GLEVEDON (CRA) LIMITED
BONDER LIMITED	PEAKVIEW LIMITED
ASANNA LIMITED	WONDERLAND LIMITED
TRIMLANN LIMITED	PIONEER ENTERPRISES LIMITED
MARALIN INVESTMENTS LIMITED	CULLAMORE ENTERPRISES LIMITED
D.K. PARADISE AGENCIES LIMITED	TAWNY ENTERPRISES LIMITED
EMANIA LIMITED	TREMFAB LIMITED
DONONA LIMITED	MAHEE ENTERPRISES LIMITED
WINDJAMMER ENTERPRISES LIMITED	TYPER LIMITED
MAYNOOTH ENTERPRISES LIMITED	LIMELLA LIMITED
VIKING AGENCIES LIMITED	HOOF ENTERPRISES LIMITED
SHAWBRIDGE INVESTMENTS LIMITED	DUNAVON ENTERPRISES LIMITED
ARIZANA ENTERPRISES LIMITED	SUNBEAM INVESTMENTS LIMITED
CORANDA LIMITED	VERBINA ENTERPRISES LIMITED
SALISBURY ENTERPRISES LIMITED	JANNON ENTERPRISES LIMITED
TANDERABRAE LIMITED	SHANONNY ENTERPRISES LIMITED
OPAL AGENCIES LIMITED	TIEVENNY ENTERPRISES LIMITED
HASSON ENTERPRISES LIMITED	SYCAMORE AGENCIES LIMITED
DERGVIEW ENTERPRISES LIMITED	MALVIN AGENCIES LIMITED
DOWNHILL ENTERPRISES LIMITED	DERGALT INVESTMENTS LIMITED
DENNER INVESTMENTS LIMITED	BERRYHILL AGENCIES LIMITED
BEVERIDGE AGENCIES LIMITED	KILTINNY ENTERPRISES LIMITED
CROMER AGENCIES LIMITED	TIRQUIN ENTERPRISES LIMITED
VICTORIA (CRA) LIMITED	KEEL AGENCIES LIMITED

LIST OF PAST AND PRESENT DIRECTORSHIPS OF D.M.KANE

DUNAVON ENTERPRISES LIMITED
CORBO INVESTMENTS LIMITED
BROCKLIS ENTERPRISES LIMITED
CONTINE INVESTMENTS LIMITED
OWEN INVESTMENTS LIMITED
BARKAR ENTERPRISES LIMITED
KUBINE ENTERPRISES LIMITED
KLINE INVESTMENTS LIMITED
KASSDON LIMITED
BOONE LIMITED
PIXIE AGENCIES LIMITED
DIXIE AGENCIES LIMITED
MANAGH ENTERPRISES LIMITED
DONDUN ENTERPRISES LIMITED
MEDUSA ENTERPRISES LIMITED
RITY LIMITED
CINATIE INVESTMENTS LIMITED
RANCE INVESTMENTS LIMITED
SNOWDONIA INVESTMENTS LIMITED
LANCE AGENCIES LIMITED
TIVOLLY LIMITED
GREENAVON LIMITED
BRANIEL AGENCIES LIMITED
BURRI ENTERPRISES LIMITED
CULTURE ENTERPRISES LIMITED
DREELAN ENTERPRISES LIMITED
ESSDALE ENTERPRISES LIMITED
FOLDVARI LIMITED
GWENT LIMITED
IMRIE LIMITED
MERELDA LIMITED
LINDORE INVESTMENTS LIMITED
KERRO INVESTMENTS LIMITED
ATTRA LIMITED
ARKLE ENTERPRISES LIMITED
SPLITZ INVESTMENTS LIMITED
SPICER INVESTMENTS LIMITED
SPRUCE AGENCIES LIMITED
CHARTER AGENCIES LIMITED
ROCKMOUNT AGENCIES LIMITED
CALVINE INVESTMENTS LIMITED
CULLTOR LIMITED
BAMBER ENTERPRISES LIMITED
BONDER LIMITED
BROCKLIS ENTERPRISES LIMITED
BENTINCK AGENCIES LIMITED
BEECH INVESTMENTS LIMITED
COUCIE LIMITED
CATLAN INVESTMENTS LIMITED
COLAN ENTERPRISES LIMITED
CHEQUARD ENTERPRISES LIMITED
FERE INVESTMENTS LIMITED
GOLAN AGENCIES LIMITED
GRIFFIN AGENCIES LIMITED
MIDDLEBERG LIMITED
SANTINA AGENCIES LIMITED
ZULU LIMITED

KERRERA LIMITED
ARTIE LIMITED
ARCOROC LIMITED

LIST OF PAST AND PRESENT DIRECTORSHIPS OF E.E.HERON

HOLDFAST LIMITED
BUYWELL PROPERTIES LIMITED
QUICK CONSTRUCTION LIMITED
UNIVENT UNIVERSAL ENTERPRISES COMPANY LIMITED
SPERRIN HAULAGE LIMITED
HIRE-A-HAND LIMITED
SILENT VALLEY FISHERIES LIMITED
DOCKLAND ENTERPRISES LIMITED
EDENMORE BUILDERS LIMITED
FALCON BOILERS LIMITED
VIKING BOILERS LIMITED
LARCH ENTERPRISES LIMITED
DILL ENTERPRISES LIMITED
EDENDERRY BUILDING CONTRACTORS LIMITED
BLIGH ENTERPRISES LIMITED
THE HOMESTEAD INN LIMITED
THE RAINBOW INN LIMITED
VILLA CONTRACTORS LIMITED
KRYSTAL FOODS LIMITED
MOYLE CONTRACTORS LIMITED
VERGAN CONTRACTORS LIMITED
WHITEHORN ENTERPRISES LIMITED
BRANAGH COMMODITY CO. LIMITED
CORIANDER COMMODITIES LIMITED
CRISPIN CONTRACTORS LIMITED
DALVEEN ENTERPRISES LIMITED
DORRINGTON ENTERPRISES LIMITED
DORSTONE CONTRACTORS LIMITED
EASTONVILLE TRADERS LIMITED
GARAMOND TRADERS LIMITED
PROFESSIONAL CAR DEALRS LIMITED
RAMPART ENTERPRISES LIMITED
INGLEWOOD ENTERPRISES LIMITED
KESTREL TRADING CO. LIMITED
LARKSPUR ENTERPRISES LIMITED
LYSANDER ENTERPRISES LIMITED
OBERON ENTERPRISES LIMITED
MALLVIEW FURNISHINGS LIMITED
PEVERIL ENTERPRISES LIMITED
ROKEBY CONTRACTORS LIMITED
SARABAND ENTERPRISES LIMITED
SPACE INNS LIMITED
DELWYN ENTERPRISES LIMITED
EMPORIUM TRADERS LIMITED
RONDELLA ENTERPRISES LIMITED
CARAWAY COMMODITIES LIMITED
CELANDINE ENTERPRISES LIMITED
CONISTON COMMODITIES LIMITED
DRUMLESTER ENTERPRISES LIMITED
ESKER ENTERPRISES LIMITED
FALLOWFIELD ENTERPRISES LIMITED
FOXGLOVE ENTERPRISES LIMITED
GLASKER COMMODITIES LIMITED
GLENDOWER TRADING COMPANY LIMITED
GLENVARLOCK ENTERPRISES LIMITED
HEATHERBELL ENTERPRISES LIMITED
INVEGARRY ENTERPRISES LIMITED
KEEL ENTERPRISES LIMITED
KILLARD ENTERPRISES LIMITED
KILLY ENTERPRISES LIMITED
LEVEROGUE ENTERPRISES LIMITED
MAYFLOWER ENTERPRISES LIMITED
MORAY TRADING COMPANY LIMITED

TROSTAN ENTERPRISES LIMITED
AZTEC CONTRACTORS LIMITED
VIRGINIA ENTERPRISES LIMITED
DACRE ENTERPRISES LIMITED
TWEENWAYS ENTERPRISES LIMITED
CREW ENTERPRISES LIMITED
VITALLA ENTERPRISES LIMITED
ARDWYN LIMITED
BRISBANE ENTERPRISES LIMITED
BRED A ENTERPRISES LIMITED
CASPAR ENTERPRISES LIMITED
CROSSHAVEN ENTERPRISES LIMITED
CROSSROADS ENTERPRISES LIMITED
CAIRN ENTERPRISES LIMITED
DELAWARE TRADING CO. LIMITED
DERRYORK LIMITED
HILLCREST COMMODITIES LIMITED
MILLSIDE ENTERPRISES LIMITED
REDONDO ENTERPRISES LIMITED
ROSEDENE ENTERPRISES LIMITED
RUMAH LIMITED
THOMPSON McCLURE LIMITED
SIERRA SUPPLY CO. LIMITED
VERBINA ENTERPRISES LIMITED
ALEXANDRA TIMBER & GLASS LIMITED
CARLISLE ENTERPRISES LIMITED
ARVALEE CONSTRUCTION CO. LIMITED
DIVIS COMMODITIES LIMITED
BUILDINGS AND TANKS LIMITED
CARN INDUSTRIAL TOOLS LIMITED
COMTEC BUSINESS & MARKETING CONSULTAI
LIMITED
DUNROY PACKAGING LIMITED
FUTURA FASHION FAIR LIMITED
GLASGIVEN CONTRACTS LIMITED
GOSFORD LIMITED
KATNOE LIMITED
ORMEAU TRAVEL LIMITED
LUXADENE LIMITED
CHOLLA TRADING COMPANY LIMITED
CAEN LIMITED
SUNBLEND LIMITED
ROCKSBORO INVESTMENTS LIMITED
PALM ENTERPRISES LIMITED
TWILIGHT ENTERPRISES LIMITED
ARIZAN ENTERPRISES LIMITED
INDIGO INVESTMENTS LIMITED
MARDONA LIMITED
MILESTONE LIMITED
PEAKVIEW LIMITED
TARTANA LIMITED
TYNDARA LIMITED
HERONA ENTERPRISES LIMITED
MANDERA ENTERPRISES LIMITED
STRANEAGLE LIMITED
SHREWSBURY INVESTMENTS LIMITED
EVERSLEE LIMITED
LYNETTE LIMITED
VALETTA LIMITED
BARBARY ENTERPRISES LIMITED
JASPAR INVESTMENTS LIMITED
MARNDUFF LIMITED
WYNHI LIMITED

LIST OF PAST AND PRESENT DIRECTORSHIPS OF E.E.HERON

MOVILLA ENTERPRISES LIMITED
BROCK ENTERPRISES LIMITED
RICKARD ENTERPRISES LIMITED
YOAN ENTERPRISES LIMITED
ROAN INVESTMENTS LIMITED
VADOS ENTERPRISES LIMITED
ZOE ENTERPRISES LIMITED
ASA AGENCIES LIMITED
DELIA ENTERPRISES LIMITED
NAVAN INVESTMENTS LIMITED
NASILLA INVESTMENTS LIMITED
PARADISE INVESTMENTS LIMITED
T.S.I. TINDAYA 408 CLUB LIMITED
T.S.I. PORTONOVO 127 CLUB LIMITED
T.S.I. PORTONOVO 135 CLUB LIMITED
T.S.I. PORTONOVO 134 CLUB LIMITED
T.S.I. PORTONOVO 138 CLUB LIMITED
T.S.I. PORTONOVO 119 CLUB LIMITED
T.S.I. PORTONOVO 129 CLUB LIMITED
T.S.I. PORTONOVO 123 CLUB LIMITED
T.S.I. PORTONOVO 131 CLUB LIMITED
T.S.I. PORTONOVO 133 CLUB LIMITED
T.S.I. TINDAYA 202 CLUB LIMITED
T.S.I. TINDAYA 203 CLUB LIMITED
T.S.I. TINDAYA 402 CLUB LIMITED
T.S.I. TINDAYA 415 CLUB LIMITED
T.S.I. TINDAYA 416 CLUB LIMITED
CREW ENTERPRISES (1985) LIMITED
CASPAR ENTERPRISES (1985) LIMITED
ROSEDENE ENTERPRISES LIMITED
MAHEE ENTERPRISES LIMITED
HARBOUR ENTERPRISES (1985) LIMITED
CASTLECO (1985) LIMITED
FINCH ENTERPRISES LIMITED
IVYGLEN (1985) LIMITED
ESKER ENTERPRISES (1985) LIMITED
RUMAH (1985) LIMITED
WOODELLA (1985) LIMITED
FOXGLOVE ENTERPRISES (1985) LIMITED
CROSSHAVEN ENTERPRISES (1985) LIMITED
ZENDA ENTERPRISES (1985) LIMITED
BONDER LIMITED
ASANNA LIMITED
TRIMLANN LIMITED
MARALIN INVESTMENTS LIMITED
D.K. PARADISE AGENCIES LIMITED
EMANIA LIMITED
DONONA LIMITED
WINDJAMMER ENTERPRISES LIMITED
MAYNOOTH ENTERPRISES LIMITED
VIKING AGENCIES LIMITED
SHAWBRIDGE INVESTMENTS LIMITED
ARIZANA ENTERPRISES LIMITED
CORANDA LIMITED
SALISBURY ENTERPRISES LIMITED
TANDERABRAE LIMITED
OPAL AGENCIES LIMITED
HASSON ENTERPRISES LIMITED
DERGVIEW ENTERPRISES LIMITED
DOWNHILL ENTERPRISES LIMITED
DENNER INVESTMENTS LIMITED
BEVERIDGE AGENCIES LIMITED
CROMER AGENICES LIMITED
VICTORIA (CRA) LIMITED

CARLYLE (CRA) LIMITED
CAPISTRAN ENTERPRISES LIMITED
EXORNA LIMITED
FONTANA AGENCIES LIMITED
GROVE (CRA) LIMITED
GLENDOWER AGENCIES LIMITED
CARAWAY AGENCIES LIMITED
MERMAID INVESTMENTS LIMITED
LARA INVESTMENTS LIMITED
SHANDON AGENCIES LIMITED
VADY ENTERPRISES LIMITED
ALDER AGENCIES OF N.I. LIMITED
BROCKLIS ENTERPRISES LIMITED
CASTLETON (CRA) LIMITED
CEDAR INVESTMENTS (CRA) LIMITED
DERGALT INVESTMENTS LIMITED
FIESTA INVESTMENTS LIMITED
KERNAN AGENCIES LIMITED
KILTINNY ENTERPRISES LIMITED
MOURNE ENTERPRISES LIMITED
NAHINCH INVESTMENTS LIMITED
PORTVIEW ENTERPRISES LIMITED
RAPIER INVESTMENTS LIMITED
ROSEBERRY ENTERPRISES LIMITED
VERBINA ENTERPRISES LIMITED
SHANONNY ENTERPRISES LIMITED
TEENA ENTERPRISES LIMITED
TIRQUIN ENTERPRISES LIMITED
TIEVENNY ENTERPRISES LIMITED
ROCKMOUNT INVESTMENTS LIMITED
OAKFIELD AGENCIES LIMITED
CORBO INVESTMENTS LIMITED
TOPLINE INVESTMENTS (CRA) LIMITED
GROVE INVESTMENTS (CRA) LIMITED
CAVALIER AGENCIES LIMITED
EVERLEA (CRA) LIMITED
HELGOR (CRA) LIMITED
CITY INVESTMENTS (CRA) LIMITED
MOTALEE INVESTMENTS LIMITED
KENSINGTON (CRA) LIMITED
DRUMLESTER AGENCIES LIMITED
GLEVEDON (CRA) LIMITED
PEAKVIEW LIMITED
WONDERLAND LIMITED
PIONEER ENTERPRISES LIMITED
CULLAMORE ENTERPRISES LIMITED
TAWNY ENTERPRISES LIMITED
TREMFAH LIMITED
TYPER LIMITED
LIMELLA LIMITED
HOOF ENTERPRISES LIMITED
DUNAVON ENTERPRISES LIMITED
SUNBEAM INVESTMENTS LIMITED
VERBINA ENTERPRISES LIMITED
JANNON ENTERPRISES LIMITED
TIEVENNY ENTERPRISES LIMITED
SYCAMORE AGENCIES LIMITED
MALVIN AGENCIES LIMITED
DERGALT INVESTMENTS LIMITED
BERRYHILL AGENCIES LIMITED
KILTINNY ENTERPRISES LIMITED

LIST OF PAST AND PRESENT DIRECTORSHIPS OF E.E. HERON

TIRQUIN ENTERPRISES LIMITED
KEEL AGENCIES LIMITED
DUNAVON ENTERPRISES LIMITED
CORBO INVESTMETNS LIMITED
BROCKLIS ENTERPRISES LIMITED
CONTINE INVESTMENTS LIMITED
OWEN INVESTMENTS LIMITED
BARKAR ENTERPRISES LIMITED
KUBINE ENTERPRISES LIMITED
KLINE INVESTMENTS LIMITED
KASSDON LIMITED
BOONE LIMITED
PIXIE AGENCIES LIMITED
DIXIE AGENCIES LIMITED
MANAGH ENTERPRISES LIMITED
DONDUN ENTERPRISES LIMITED
MEDUSA ENTERPRISES LIMITED
RITY LIMITED
CINATIE INVESTMENTS LIMITED
RANCE INVESTMENTS LIMITED
SNOWDONIA INVESTMENTS LIMITED
LANCE AGENCIES LIMITED
TIVOLLY LIMITED
GREENAVON LIMITED
BRANIEL AGENCIES LIMITED
BURRI ENTERPRISES LIMITED
CULTURE ENTERPRISES LIMITED
DREELAN ENTERPRISES LIMITED
ESSDALE ENTERPRISES LIMITED
FOLDVARI LIMITED
GWENT LIMITED
IMRIE LIMITED
MERELDA LIMITED
LINDORE INVESTMENTS LIMITED
KERRO INVESTMENTS LIMITED
ATTRA LIMITED
ARKLE ENTERPRISES LIMITED
SPLITZ INVESTMENTS LIMITED
SPICER INVESTMENTS LIMITED
SPRUCE AGENCIES LIMITED
CHARTER AGENCIES LIMITED
ROCKMOUNT AGENCIES LIMITED
CALVINE INVESTMENTS LIMITED
CULLTOR LIMITED
BAMBER ENTERPRISES LIMITED
BOMDER LIMITED
BENTINCK AGENCIES LIMITED
BEECH INVESTMENTS LIMITED
COUCIE LIMITED
CATLAN INVESTMENTS LIMITED
COLAN ENTERPRISES LIMITED
CHEQUARD ENTERPRISES LIMITED
FERE INVESTMENTS LIMITED
GOLAN AGENCIES LIMITED
GRIFFIN AGENCIES LIMITED
MIDDLEBERG LIMITED
SANTINA AGENCIES LIMITED
ZULU LIMITED

KERRERA LIMITED
ARTIE LIMITED
ARCOROC LIMITED

THE COMPANIES ACT (NORTHERN IRELAND) 1960

~~*EXTRAORDINARY~~
SPECIAL

RESOLUTION

N.I. 19518 / 6

OF

SULTAN AGENCIES LIMITED

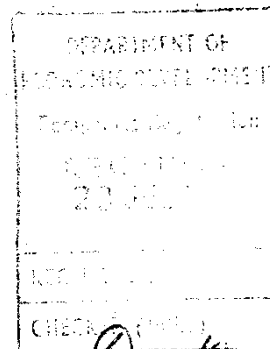
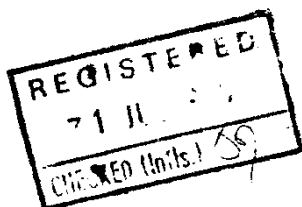
At an extraordinary General Meeting of the Members of the above-named company duly convened and held at138, University Street, Belfast, BT7 1HJ.....

..... on the 23rd day of
..... July 19 86

~~*EXTRAORDINARY~~
the following Resolution was duly passed:
Special

That Clauses 3.(A) and (B) of the Companies Memorandum of Association be deleted and the following substituted:-

- (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.



Signature
Officer

*Delete whichever is not applicable

- (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.

Ca 640.

Form No. 16

THE COMPANIES ACT (NORTHERN IRELAND) 1960

~~*EXTRAORDINARY~~

SPECIAL

RESOLUTION

N.I. 19518/17



OF

SULTAN AGENCIES

LIMITED

At an extraordinary General Meeting of the Members of the above-named company duly convened and held at 138 University Street, Belfast BT7 1HJ

on the 23rd day of July 1986

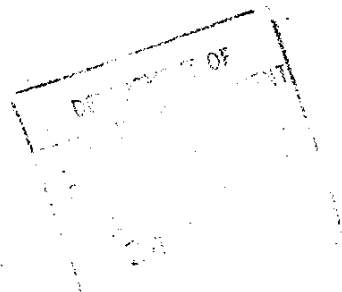
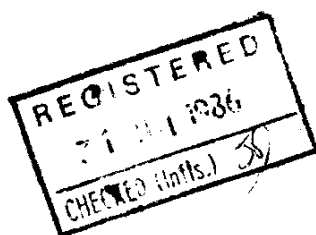
the following ~~*Extraordinary~~ Resolution was duly passed:

Special

That the name of the

Company be changed to:

"J. N. CRAIG LIMITED"



Signature

Amkane

Officer

Oruchi

*Delete whichever is not applicable

No. N.I. 19518



Certificate of Incorporation

I hereby certify that

SULLIVAN 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

Nancy A Russell

ASSISTANT

Registrar of Companies for Northern Ireland

Certificate
received by {

Debra C. McKenna

Date

2.6.86

No. NI 19518



Certificate of Incorporation on Change of Name

Whereas

SULTAN AGENCIES LIMITED

was incorporated as a LIMITED COMPANY

under the COMPANIES ACTS (NORTHERN IRELAND) 1960 to 1982

on the twenty-eighth day of May 1986

And Whereas by special resolution of the Company it has changed its name;

Now therefore I hereby certify that the Company is a LIMITED COMPANY

incorporated under the name of

J. N. CRAIG LIMITED

Given under my hand at Belfast, this thirty-first day of

July One thousand nine hundred and eighty-six

Certificate Received by

William C. Hume

Henry A. Russell

Date 12-3-86

Assistant

Registrar of Companies for Northern Ireland

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
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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.

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

G

COMPANIES FORM No. 233(1)

Notice of new accounting reference date given during the course of an accounting reference period

233⁽¹⁾

Please do not write in this margin

Pursuant to Article 233(1) of the Companies (Northern Ireland) Order 1986 as inserted by Articles 3 and 5 of the Companies (Northern Ireland) Order 1990

Please complete legibly, preferably in black type, or bold block lettering

* Insert full name of company

1. To the Registrar of Companies
(Address overleaf—Note 6)

Company number

N.I. 19518

Name of company

* J.N. CRAIG LIMITED

Note:

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to come, or has come, to an end is

Day Month

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3. The current accounting reference period of the company is [shortened][~~extended~~]† and comes to an end [will come to an end]† on

Day Month Year

3	1	0	3	1	9	9	5
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† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in Article 233(4)(a) of the Companies (Northern Ireland) Order 1986, the following statement should be completed: The company is a [subsidiary][parent]† undertaking of

company number

the accounting reference date of which is

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on a direction issued by the Department under the second part of Article 233(4) of the Companies (Northern Ireland) Order 1986, the following statement should be completed.

An administration order was made in relation to the company on _____ and is still in force.

‡ Insert Director, Secretary, Receiver, Administrator or Administrative Receiver as appropriate

6. Signed

Designation‡

Date

DIRECTOR

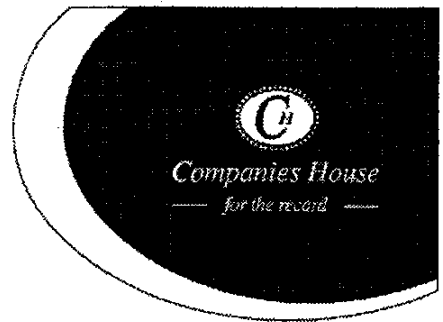
21.9.94

Presented for registration
telephone number and reference (if any)

28 SEP 1994

For official use
Public Office

Document
Checking Section



Crown Way Cardiff CF14 3UZ
www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.