



CERTIFICATE OF INCORPORATION

No. 59678

I hereby certify that

MELVILLE STREET LEASING (EDINBURGH) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at Edinburgh the 26 March 1976

John G. MacKenzie
Registrar of Companies

No. of Company

59678

Form No. 41

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Fursuant to Section 15(2) of the Companies Act 1948

Name of Company Melville Street Leasing (Edinburgh) Limited*

I, David Cairns Fulton
of 66 Queen Street, Edinburgh

Do solemnly and sincerely declare that I am (see note (a) below) a solicitor engaged in
the formation
of ... Melville Street Leasing (Edinburgh)
..... Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company 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 Act, 1835.

Declared at Edinburgh

the 22nd day of .. March
one thousand nine hundred and seventy six

before me. *John S. Macphail*
Notary Public and as such
.....
A Commissioner for Oaths (see note (b) below)

James Fulton

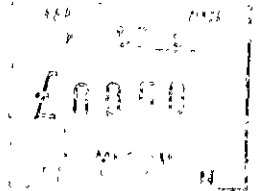
- (a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"
- (b) or Notary Public or Justice of the Peace or Solicitor having the power conferred on a
Commissioner for Oaths

*Delete "Limited" if not applicable.

Presented by: Tods, Murray & Jamieson, W.S.,
66 Queen Street,
Edinburgh, EH2 4NE

Presenter's reference: JRSB/DCF/B196

59678/2



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MELVILLE STREET LEASING (EDINBURGH) LIMITED

" " *Amended* " "

1. The name of the Company is "MELVILLE STREET LEASING (EDINBURGH) LIMITED".
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
 - (A) To buy, lease, hire, let on hire, import, export and deal either wholesale or retail in goods and articles of all and every kind or description, and generally to carry on business and to act as merchants, bankers, financiers, traders, commission agents or in any other capacity.
 - (B) To install, insure, repair, maintain and replace any plant or machinery or other goods or property belonging to the Company, and to enter into arrangements with companies, firms or persons for promoting, increasing and facilitating the acquisition and letting on hire, leasing or licensing and installation, insurance, upkeep and replacement of the same.
 - (C) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.
 - (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
 - (E) /

- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash, or otherwise either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (G) To enter into partnership, or into any arrangement for sharing profits, union of interest, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company.
- (I) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interest of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.
- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.

(K)/

- (K) To secure the payment of any sums of money and the observance of obligations by any company, society, or individual in such manner as the Company may think fit, and by way of such security to grant guarantees and to assign, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the Company present or future including uncalled capital with powers of sale and other usual and necessary powers.
- (L) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (M) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (N) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (O) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation 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.
- (P) To subscribe for, purchase or otherwise acquire, take, hold or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (Q) To procure the Company to be registered or recognised in any country or place abroad.
- (R) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.
- (S)

- (S) To give credit to or guarantee, or become security for or for the performance of any contract by any person, firm, company, association or society.
- (T) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (U) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any schemes for the sharing of profits with employees.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (W) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

It/

It is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed.

4. The liability of the members is limited.
5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each with power to increase the capital and to consolidate and subdivide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

We/

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being ^{ad-}ad- 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 share taken by each Subscriber
<p>DAVID E. FULTON <i>David E. Fulton</i> 66 Queen Street, Edinburgh. <i>write to the Signet.</i></p> <p>DOUGLAS MOFFAT <i>Douglas Moffat</i> 66 Queen Street, Edinburgh <i>write to the Signet.</i></p>	<p>ONE</p> <p>ONE</p>

DATED this 22nd day of March, 1976

Witness to the above Signatures:-

G. E. Robertson
G. E. Robertson
 66 Queen Street,
 Edinburgh.
 Secretary.

59648

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MELVILLE STREET LEASING (EDINBURGH) LIMITED

PRELIMINARY
PRIVATE COMPANY

1. The regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called Table "A"), shall apply to the Company so far as the same are not excluded or varied hereby. Regulations 5, 24, 28, 53, 66, 70, 71, 75, 79, 88, 89, 90, 91, 92, 93, 94, 106, 116 and 136 of the said Part I and regulations 1 and 5 of the said Part II shall not apply to the Company.
2. References in Table "A" and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table "A" or in these Articles. Except as otherwise stated references herein to particular regulations of Table "A" are references to those contained in Part I thereof.

SHAPE CAPITAL /

SHARE CAPITAL
VARIATION OF CLASS RIGHTS

3. If any such separate general meeting as is referred to in regulation 4 of Table "A" shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table "A" shall be modified accordingly.
4. If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares ranking pari passu with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

LIEN

5. In regulation 11 of Table "A" the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. In regulation 25 of Table "A" sub-paragraph (a) shall be excluded and the said regulation shall be modified accordingly.

MEMBERS' RESOLUTIONS

7. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who/

who, at the date of such resolution, were entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.

PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve.

MEETINGS

9. At any general meeting a poll may be demanded by the chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table "A" shall be modified accordingly.
10. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

11. Until otherwise determined by the Company in general meeting the number of directors shall not be less than two nor more than nine.
12. The first director shall be appointed by the subscribers to the Memorandum of Association who may appoint one or more of their number to the office of director.
13. Notwithstanding the provisions of section 185 of the Act any person who has attained the age of 70 years may be appointed or elected to the office of director in like manner and without further formality than is required in the case of a person who has not attained that age, and no director shall vacate his office or be required to retire by reason of his having attained any particular age.
14. The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table "A".
15. Any director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the directors may determine.

16./

16. A director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with section 199 of the Act. Subject to such disclosure a director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table "A" shall not apply.
17. The last sentences of regulations 95 and 97 of Table "A" shall not apply.
18. (a) A director may appoint any other director, or any other person approved by the directors, as his alternate; and may at any time revoke any such appointment.
- (b) An alternate director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meeting of directors, to attend and vote as a director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a director. A director present at a meeting of directors and appointed alternate for another director shall have an additional vote for each of his appointors absent from such meetings.

(c) /

- (c) An alternate director shall be deemed an officer of the Company and not the agent of his appointor. An alternate director shall and his appointor shall not be entitled to receive from the Company the whole or such part of the appointor's remuneration as the appointor shall direct.
 - (d) An alternate director shall cease to be an alternate director if for any reason his appointment is revoked or his appointor ceases to be a director.
 - (e) All appointments and revocations of appointment of alternate directors shall be in writing under hand of the appointor left at the Company's registered office.
19. A resolution in writing signed by all the directors shall be as valid and effectual as if it has been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors.

BORROWING POWERS

20. The directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities.

DISQUALIFICATION OF DIRECTORS

21. The office of director shall be vacated:--
(a)/

- (a) If by notice in writing to the Company he resigns the office of director; or
- (b) If he becomes bankrupt or enters into any arrangement with his creditors; or
- (c) If he is prohibited from being a director by an order made under any of the provisions of section 188 of the Act; or
- (d) If he becomes of unsound mind; or
- (e) If he is requested in writing by all his co-directors to resign; or
- (f) If he shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or
- (g) If he is removed from office by a resolution duly passed under section 184 of the Act.

NOTICES

- 22. In regulation 131 of Table "A", the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP

- 23. In regulation 135 of Table "A", the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "Members" shall be substituted for the word "contributories".

INDEMNITY /

INDEMNITY

24. Every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

Names, Addresses and Descriptions of Subscribers

James C. Sullivan
66 Queen Street,
Edinburgh.
Witness to the Signet.

Douglas Moffat
66 Queen Street,
Edinburgh
Witness to the Signet.

DATED this 22nd day of March 1976.

Witness to the above Signatures:-

G. E. Robertson,
66 Queen Street,
Edinburgh.
Secretary.

THE COMPANIES ACTS 1948 to 1954

COMPANY LIMITED BY SHARES

M E M O R A N D U M

and

ARTICLES of ASSOCIATION

of

MELVILLE STREET LEASING (EDINBURGH)
LIMITED.

TODS, MURRAY & JAMIESON, W.S.