



CERTIFICATE OF INCORPORATION

No. 60893

I hereby certify that

NOYRAM 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 11 October 1976

J. E. L. McVicar

Registrar of Companies

No. of Company 60893

Form No. 41
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

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

Name of Company NOYRAM LIMITED Limited*

I, James Stewart,
of 54 Queen Street, Edinburgh, EH2 3NY

Do solemnly and sincerely declare that I am (see note (a) below) A Solicitor engaged in the
formation

of
..... NOYRAM LIMITED 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 FIRST day of OCTOBER
one thousand nine hundred and SEVENTY-SIX
before me.

.....
A Commissioner for Oaths (see note (b) below)

- (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 NOYRAM LIMITED
(Incorporated in Scotland)
Presenter's reference:

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

NOYRAM LIMITED

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

NOYRAM LIMITED

1. The name of the Company is:- "NOYRAM LIMITED"
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
 - (1) To carry on in Scotland and elsewhere the businesses of
 - (a) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms, in the United Kingdom or elsewhere, in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith of ancillary or complementary thereto.
 - (b) To buy, sell, manufacture, work, distil, refine, let, hire, alter, repair, and manipulate, import, exchange, use and deal in all produce, materials, fabrics and substances and also in all machinery, plant implements, utensils, apparatus and things capable of being used in connection with any of the aforesaid businesses or any of them or which may be supplied, manufactured, sold or dealt in by persons engaged in any such businesses or which may seem capable of being dealt with in connection with any of the said businesses.
 - (c) To carry on any business or businesses for the purpose of producing, manufacturing, marketing or otherwise dealing in any of the raw materials which may be required by the Company for or in connection with any business or businesses which it may carry on.

(2) To carry on any other similar businesses which may be conveniently carried on in connection with any of the Company's objects or may be calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties, assets, rights or interests.

(3) To acquire by purchase or otherwise, and undertake for cash or shares or otherwise and carry on all or any part of the business or property of any company, firm or person carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such company, firm or person.

(4) To purchase, feu, lease, exchange or otherwise acquire any heritable property, rights or privileges for the purposes of the business of the Company, and to construct, maintain, extend and alter any buildings, roads, railways, bridges and other works and plant of every kind or description necessary or convenient for said business.

(5) To acquire by purchase, licence or otherwise to apply for and obtain, and to exercise and use or to grant licences to others to exercise and use in any part of the world, patents, patent rights, copyrights, registered designs, unregistered designs, trade marks protection, or the like, of any kind or description, likely to benefit the Company in its business, and to disclaim, alter or modify the same.

(6) To acquire an interest in, amalgamate with, or enter into any partnership or arrangement for sharing profits, union of interest, co-operation, joint adventure, limiting competition or mutual assistance with any company, firm or person whose objects are within the objects of the Company, and to give or accept by way of consideration for any of the acts or things aforesaid, or for any property acquired, any shares debentures or securities that may be agreed upon.

(7) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares of the Company, with or without special rights, as to dividend or repayment of capital, or by means of any security which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as may be agreed upon.

(8) To borrow or raise and secure the payment of money in any way, and in particular by standard security, or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital and to purchase, redeem or pay off any such securities.

(9) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.

(10) To invest and deal with the monies of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.

(11) To lend money and to make advances with or without security to any company, firm or person, and in particular to lend and advance money to companies, firms or persons owning or engaging in any business similar to that of the Company or to any parent, subsidiary or associated company or to customers and others having dealings with the Company, and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person or by any parent, subsidiary or associated company in such manner as the Company may think fit and to execute guarantees and to assign, dispense, convey or charge the whole or any part of the Company's property or undertaking, present or future, including uncalled capital.

(12) To provide for the welfare of Directors and ex-Directors and of persons in the employment or formerly in the employment of the Company or of its predecessors in business or of any associated company or firm or predecessor in business thereof and the widows, children and others related to or dependent upon such Directors, ex-Directors or persons by granting money or pensions or otherwise and to pay and make arrangements for pensions, benefits, or insurance schemes for them and to give or make any donations, subscriptions or other payments to any person or persons or public, trade and charitable, educational or other institutions or objects.

(13) To promote or concur in establishing or promoting any other company for the purpose of acquiring all or any part of the business or property or rights of this Company, and undertaking all or any of its liabilities, or of undertaking any business or operations which may appear likely to benefit this Company, or to enhance the value of the business or any property of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company.

(14) To sell or otherwise dispose of the business, property, rights and assets of the Company, or any branch or part thereof, for such consideration, payable in cash or in the shares, stock, debentures or securities of any other company, as may be deemed proper; and to distribute the price howsoever paid or satisfied among the members in or towards satisfaction of their interests in the assets of the Company.

(15) To distribute any of the property of the Company among the members in specie but so that no distribution amounting to a reduction of capital shall be made without such sanction as may be required by law.

(16) To do all or any of the above things in any part of the world, as principals, agents, contractors, trustees, or otherwise, and by or through trustees or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the objects of the Company or any of them.

Declaring that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere; and that the objects specified in each paragraph of this Clause shall be deemed separate objects and shall (except where otherwise expressed in such paragraph) be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

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.

Stephen M. Hall

2000 1st
Bldg
COMPANY REGISTRATION AGENT.

James C. Gibson

AGENT.

Dated the FIRST day of OCTOBER 1976

Name, address and description of witness to the above
Signatures:-

James C. Gibson

AGENT

60893
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THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

NOYRAM LIMITED

1. The regulations contained in Part II of Table A appended to the Companies Act, 1948 and the regulations of Part I of the said Table A applied in the said Part II shall be the regulations of the Company except in so far as they are excluded herefrom or varied hereby or are inconsistent herewith.

2. The regulations 24, 53, 79, 84(2) and 89 of the said Part I and regulation 6 of the said Part II shall not apply to the Company and the following regulations shall be modified:-

Regulation 11, so that the words "not being a fully paid share" and "other than fully paid shares" shall be held to be delete;

Regulation 32, so that the words from and including the word "except" to the end of the first paragraph of the regulation shall be held to be delete;

Regulation 33, so that there shall be added to the end thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment";

Regulation 86, so that the words from and including "and every director" to the end of the regulation shall be held to be delete.

3. If any shareholder wishes to transfer his shares or any part thereof he shall be bound to offer the said shares by notice in writing to the directors through the secretary at a fair price to be fixed as at the date of the notice by the auditor of the Company, acting as an expert and not as an arbiter, and such notice shall constitute the directors his agents to contract with anyone including themselves for the acquisition of said shares or any of them at the said price. If for the space of thirty days after receipt of such notice the directors fail to find a person or persons willing to purchase the shares or any of them at the said price and to give notice thereof within that time to the proposing transferor the said shares or any of them may in so far as no purchaser has been

found for them be disposed of at not less than the said price at any time within two months as if this article had not been made. In the event of the directors finding a person or persons willing to purchase the shares or any of them in terms of this article the proposing transferor shall be bound forthwith on receipt of a notice to that effect to execute and deliver a transfer or transfers of the said shares purchased in exchange for the price and failing his doing so within seven days of such notice the directors shall be entitled to sign a transfer or transfers for and on behalf of the transferor receive the purchase money in trust for the transferor and enter the name of the transferee or transferees in the Register of Members.

4. The directors shall be reimbursed by the Company for all reasonable expenses and outlays incurred by them in prosecution of the Company's business and attending board meetings.

5. The directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount, and that upon such terms and in such manner as they think fit.

6. Any director or other officer or member of the Company shall be entitled to contract with the Company and to engage in any transaction with it on such terms as may be considered expedient and shall be in no wise liable to account for any profit realised by any such contract or transaction, nor shall he be excluded from voting upon such contract or transaction or in respect of a resolution to create security over the Company's property which operates or may operate to his relief as a cautioner, pledgor or obligant for the Company's indebtedness.

7. If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him at his last known address in the United Kingdom shall be deemed to be duly given to him on the day on which it is posted.

Names, Addresses and Descriptions of Subscribers.

[Handwritten signatures]

[Handwritten text]

[Handwritten text]

Dated the FIRST day of OCTOBER 1976

Name, address and description of witness to the above
Signatures:-

[Handwritten signatures]

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£00000

THE COMPANIES ACT, 1948.

Special Resolution

(Form No. 1 of Companies Act, 1948, s. 141 (2).)

OF
NOYRAM LIMITED.

COMPANY LIMITED.

Passed 23 February 19 77.

The Writings in
this heading
may be filled
up in writing.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the said Company
after due notice specifying the intention to propose the following Resolution
Special Resolution had been given, held at Miller House, Edinburgh,
in the County of Midlothian on the 23rd
day of February 19 77, the following Special Resolution
was duly passed.

The Resolution
to be printed
hereon unless
the company
is exempt
under sec. 129
of the Act
when it may
be typed
hereon. It
should not be
a separate
paper filed
hereon.

That the name of the above-named Company
be changed to Miller Investments Northern Limited.

Signature
Officer

W. J. / Grand
Director



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 60893

I hereby certify that

~~THE~~ ~~INDUSTRY~~ ~~CHANGED~~

having by special resolution and with the approval of the Department of Trade
~~and Industry~~ changed its name, is now incorporated under the name of

HILLAR INVESTMENTS NORTHERN LIMITED

Given under my hand at Edinburgh the 14 March 1977

DED. R. R. R.

Registrar of Companies

J. B. L. McTAVISH

60893

THE COMPANIES ACT 1948

SPECIAL RESOLUTION
(Pursuant to Companies Act, 1948)

Of

MILLER INVESTMENTS NORTHERN LIMITED

Passed 17th March 1977

At an EXTRAORDINARY GENERAL MEETING of The Members of the said Company, after due notice specifying the intention to propose the following Resolution as SPECIAL RESOLUTION had been given, held at Miller House, Edinburgh, in the County of Midlothian on the 17th March 1977, the following SPECIAL RESOLUTION was duly passed.

That the Memorandum & Articles of Association presented to the Chairman at the Meeting be adopted as the New Memorandum & Articles of Association in substitution of the present one.

James Miller
Chairman

Wolla

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The Companies Acts 1948 to 1976
COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

MILLER INVESTMENTS NORTHERN LIMITED

Oswalds of Edinburgh Limited

Registration Agents

24 Castle Street, Edinburgh EH2 3HT.





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 60893

I hereby certify that

NOYRAM LIMITED

having by special resolution and with the approval of the Department
of Trade changed its name, is now incorporated under the name of

MILLER INVESTMENTS NORTHERN LIMITED

Given under my hand at Edinburgh the 14 March 1977.

D.E.D. Robertson
FOR Registrar of Companies



CERTIFICATE OF INCORPORATION

No. 60893

I hereby certify that

NOYRAM LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Edinburgh the 11 October 1976

J.B.I. MCTAVISH

Registrar of Companies

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION
(as amended)

of

MILLER INVESTMENTS NORTHERN LIMITED

1. The name of the Company is:- "MILLER INVESTMENTS NORTHERN 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 acquire by purchase, lease, concession, grant, licence, or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in public or private companies, corporate or unincorporate, policies of insurance and such other property, real or personal, and rights and interest in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal or assets, but may acquire the same for purposes of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so, but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account.
 - (b) To acquire any such property, shares, stocks, debentures, debenture stock, bonds, obligations, or securities by original subscription, tender, purchase, exchange, or otherwise, 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 or incident to the ownership thereof.
 - (c) To advance and lend money on assets of all kinds upon such terms as may be arranged.
 - (d) /

- (d) To facilitate and encourage the creation, issue, or conversion of debentures, debenture stocks, bonds, obligations, shares, stocks, and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.
- (e) To take part in the formation, management, supervision, or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents.
- (f) 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.
- (g) To constitute any trusts with a view to the issue of preferred and/or deferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trusts, and to settle and regulate and, if thought fit, to undertake and execute any such trusts and to issue, dispose of, or hold any such preferred, deferred, or other special stocks or securities.
- (h) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other Company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or Company, having for its objects similar objects to those of this Company or any of them.
- (i) To issue debentures, debenture stock, bonds, obligations, and securities of all kinds, and to frame, constitute, and secure the same, as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed, or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including, if thought fit, uncalled capital) or otherwise howsoever.
- (j) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or Company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures, or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (k) /

- (k) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (l) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future including its uncalled capital, and to re-issue any debentures at any time paid off.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (n) To purchase, subscribe for, or otherwise acquire and hold shares, stocks, or other interests in, or obligations of any other company or corporation.
- (o) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place, any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the company or the conduct of its business.
- (p) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors' or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all or any other such acts or things as are incidental or conducive to the above objects or any of them. And 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 corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere; and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall be in nowise limited or restricted (except where otherwise expressed in such paragraphs) by reference to the objects contained in any other paragraph, or by reference to 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. Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Insurance Companies Act, 1974, or any Act extending, amending or re-enacting the same, or to reinsure any risks under any class of insurance or assurance to which those Acts apply.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Member is limited.
5. The Share Capital of the Company is:- £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION
(as altered)

of

MILLER INVESTMENTS NORTHERN LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Acts, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.
2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The Shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to Clause 4 hereof.

TRANSFER OF DECEASED MEMBERS SHARES TO ISSUE

4. Notwithstanding anything in Clause 3 hereof any share of a deceased Member may be transferred by his executors or administrators to any son, daughter, widow or widower, brother, sister, nephew, niece or cousin of such deceased Member.

LIEN

5. The lien conferred by Clause 11 (Eleven) in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.
7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.
9. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.
10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.
11. 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 Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MILLER INVESTMENTS NORTHERN LIMITED

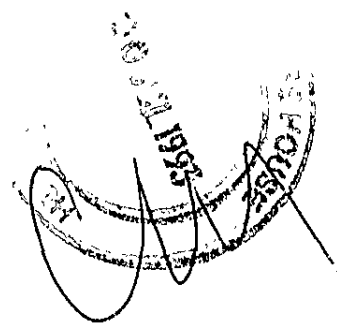
We, the undersigned, being all the shareholders for the time being of the Company entitled to attend and vote at general meetings of the Company hereby pass the following resolution and agree for all purposes that the said resolution shall be as valid and effective as if passed at a general meeting of the Company duly convened and held -

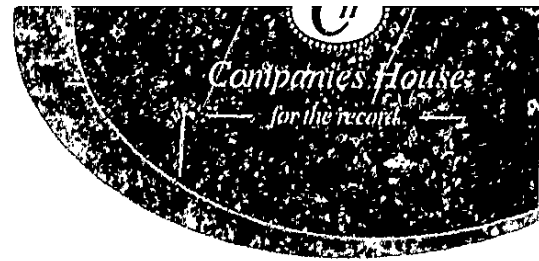
SPECIAL RESOLUTION

THAT the accounts of the company for the period ending 31 December 1992 having been sent out in accordance with Companies Act 1985, Section 238(1), and the company having qualified as small in that year and having been dormant since the end of it, the company resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Companies Act 1985, Section 384.

Dated 23rd July 1993

R. K. Lawrence Secretary
.....
For and on behalf of
The Miller Group Limited





NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

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