

Company No. 127074



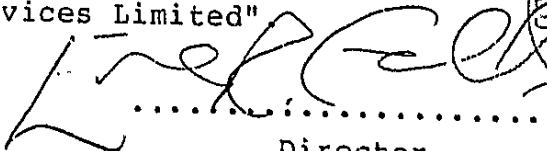
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

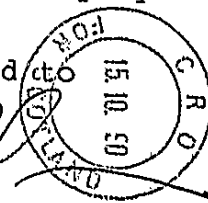
COMLAW NO. 229 LIMITED

SPECIAL RESOLUTION

AT an EXTRAORDINARY GENERAL MEETING of the MEMBERS of the above Company duly convened and held at 6/7 Blythswood Square, Glasgow on the Twelfth day of October Nineteen hundred and ninety the following Resolutions were duly passed as Special Resolutions:-

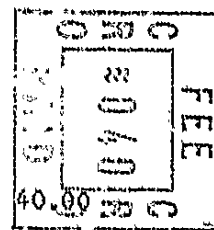
1. THAT the provisions of the Memorandum of Association of the Company be altered by the deletion of Clause 3 and the substitution thereof of the new Clause 3, all as contained in the print of the Memorandum of Association submitted to this Meeting and subscribed by the Chairman thereof for identification as relative hereto.
2. THAT the existing Articles of Association be and they are hereby cancelled and in substitution therefor the Articles of Association of which a print is laid on the table and is subscribed by the Chairman for identification be and they are hereby adopted as the Articles of Association of the Company.
3. THAT the name of the Company be and is hereby changed to "Reid Scott Financial Services Limited"

  
.....  
Director



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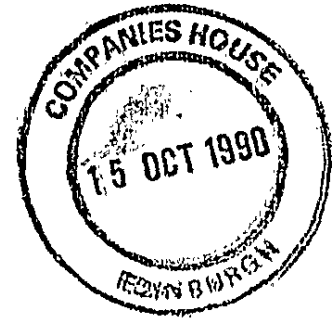


THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

REID SCOTT FINANCIAL SERVICES LIMITED



1. The name of the Company is Reid Scott Financial Services Limited.
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company will be established are:-
  - (1) To carry on all or any of the businesses of and to provide financial services, advice and facilities of every description, including without prejudice to the foregoing generality to carry on all or any of the business of investment and pension fund managers, advisers, promoters and managers of unit trusts and other investment media, insurance brokers and consultants, mortgage brokers, financial agents, financial and investment advisers, managers and administrators, hire purchase and general financiers, brokers and agents, underwriters, commission and business agents, claims assessors, trade credit and status enquiry agents, valuers, assessors, assessors agents, arbitrators and specialist and general agents for the transaction of pension, life, house, motor, marine, fire, employers liability, accident, burglary and other insurance business; agents for effecting insurance and obtaining policies therefor, bill brokers, business transfer agents and agents for the purchase and sale of annuities and for negotiating loans; to make advances upon the security of land or house or other property or any interest therein and generally to deal in land and property this by way of sale, lease, mortgage, exchange, development or otherwise and to invest the funds of or available to the Company in the share or loan capital of any other company or enterprise whether incorporated or carrying on business, and in the bonds or other obligations of any authority, undertaking or corporation whether public or private; to undertake and carry on any business, transaction or operation capable of being undertaken or carried on by financiers. insurance

brokers and agents, commission agents, general agents and the like and to do all matters incidental or conducive to the attainment of all or any of the aforementioned or aftermentioned objects.

- (2) To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations, securities, life and sinking fund policies, annuities, mortgages or charges or other property (heritable or moveable, real or personal) by purchase, original subscription, tender, concession, grant, licence, lease, exchange or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership or tenure thereof as the case may be.
- (3) To acquire any such shares, stocks, and others beforementioned by subscription, syndicate, participation, underwriting, tender, purchase, exchange, or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee or underwrite the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- (4) To sell, exchange, or otherwise dispose of, deal with, or turn to account, any of the shares, stocks, and others acquired or agreed to be acquired, and generally to vary the securities and investments of the Company from time to time.
- (5) To lend money with or without security to any parties and on such terms as may seem expedient or to make advances upon investments, to negotiate loans, to offer for public subscription or otherwise, and to assist in placing any investments and generally to advance and lend money and assets of all kinds.
- (6) To undertake and execute any trusts which the Company may think it expedient to undertake; and to act as agents, managers, secretaries, registrars, executors, factors or liquidators.
- (7) To guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business; and to undertake obligations of every kind and description upon such terms as the Company or its Directors may consider desirable, and by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and

future) to secure and guarantee the performance by the Company or any other company of any obligation undertaken by the Company or any other company as the case may be.

- (8) To receive money on deposit, loan or otherwise, upon such terms as the Company may approve; and to carry on business as bankers and financiers and to undertake and carry out all such deals and transactions as any individual may lawfully undertake and carry out.
- (9) To purchase, feu, take on lease or in exchange or by other means acquire and hold any feudal, freehold, leasehold or other property or lands, tenements and hereditaments and any rights, privileges, servitudes and easements over or in respect of any property, and to manage, maintain, improve, develop and turn the same to account, to expend money in maintaining, improving or adding to the marketable value of same or in the demolition of buildings and other erections thereon, or in the erection thereon of buildings of such a nature and for such purposes as to the Directors may seem proper, and to sell, feu, sub-divide, let or otherwise dispose of, or deal with, all or any part of any such property or rights.
- (10) To purchase, take on lease, acquire and use for any purposes of the Company, any machinery, stock-in-trade and other property, rights, privileges and interests (including letters patent, licences, copyrights, trade marks, secret processes, designs, goodwill and concessions), and other rights of whatever kind, real or heritable and personal or moveable or any of them; and to hold, exercise, develop, improve, sell, lease, hire, exchange, mortgage, alter, pledge or otherwise deal with or dispose of same.
- (11) To pay all preliminary expenses of the Company and of any company promoted or formed by the Company or of any company in which the Company or its shareholders is or are or may competently be interested.
- (12) To provide all requisite accommodation and facilities for the purposes of the Company.
- (13) To purchase, lease, or otherwise acquire or undertake the whole or any parts of the business, undertaking, property and liabilities of any person or company carrying on or authorised to carry on any business which the Company is authorised to

carry on or which may be conducted so as directly or indirectly to benefit the Company or possessed of any property suitable for the purposes of the Company, or the stock, shares and debentures or other interest of or in any such company, or to amalgamate with any such company, and for the purpose of such amalgamation to transfer the undertaking of the Company to the company or companies with which it is being amalgamated or to accept the transfer to the Company of the undertaking of any such company or part thereof.

- (14) To pay for any purchase or acquisition in cash or by annual, perpetual or terminable payments, redeemable or irredeemable, or by bills of the Company, or by shares of the Company of any class, and whether fully paid up or partly paid up, or by debentures, debenture stock or other securities or acknowledgments of the Company or one or more of them or part of the one and part of the other or others or in any other way.
- (15) To borrow or raise or secure the payment of money for the purposes of the business of the Company in such manner as the Company or its Directors may think fit, and to issue bonds, debentures and debenture stock or other obligations or securities whether charged or not charged on the whole or any part of the property (present and future) assets or revenue of the Company, or its uncalled capital or by mortgage, pledge, conveyance, bond, assignment in security or other obligations of the Company, and to redeem, purchase or pay off such securities.
- (16) To draw, make, accept, execute, endorse, negotiate, discount, issue and deal in promissory notes, bills of exchange, drafts, warrants, cheques, mandates, coupons, bills of lading, shipping documents, dock or warehouse warrants and other negotiable or transferable documents.
- (17) To sell, dispose of, or transfer the business or undertaking of the Company, or any branch or part thereof or any property or assets thereof, in consideration of payment in cash or royalties or other perpetual or terminable payments, or in shares (partly or fully paid up) or debentures, debenture stock, or other securities of any other company or in one or other or all of such modes of payment or in such manner and for such consideration as the Company may think fit.

- (18) To promote or concur in promoting any companies for the purpose of acquiring all or any part 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.
- (19) To enter into any partnership, arrangement for sharing of profits, union of interests, reciprocal concession or co-operation with any persons, companies or societies carrying on or about to carry on any business or branch of business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (20) To adopt such means of making known the business of and the services and facilities provided by the Company and keeping the same before the public as may seem expedient.
- (21) To remunerate any person, association, firm or company for services rendered or to be rendered to the Company or in or about the conduct of the Company's business, and that by cash payment or by allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (22) To grant pensions, allowances, gratuities and bonuses or other benefits or any share or interest in the profits of the Company's business or any part thereof and generally, so far as is lawful, to make voluntary or ex gratia payments either in money or moneysworth to Directors or former Directors or employees or ex-employees of the Company, or of any subsidiary, allied or associated company, or of any company or business which is acquired by the Company, or to the widows or children or other dependants of such person, and to make or enter into arrangements for the provision or policies of life assurance or to purchase annuities for any such persons or otherwise to provide for them, and to establish and support or aid in the establishment or support of hospitals, dispensaries, places of recreation, institutions, clubs or organisations, calculated to benefit persons employed by the Company, and to support and subscribe and guarantee money to any public trade, charitable, educational, religious or other objector to any exhibitions or exposition

calculated to advance the interest of the Company or the persons employed by the Company or its predecessors in business or any associated or subsidiary company.

- (23) To distribute any of the property and assets of the Company among the members in specie (and, in particular, any shares, stocks, debentures or securities of other companies which belong to the Company or of which the Company has the right to dispose) 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.
- (24) To obtain or assist in obtaining any Provisional Order or Act of Parliament or other necessary authority or sanction for enabling the Company to carry any of its objects into effect; or for effecting any modification of the Company's constitution; and to assist in procuring alterations in the law; and to oppose any Parliamentary or other proceedings which the Company may think adverse to its interest.
- (25) To acquire or obtain from any government or authority, supreme, municipal, local or otherwise, or any corporation, company or person, any charters, rights, privileges and concessions which may be conducive to any of the objects of the Company, and to accept, make payments under, carry out, exercise and comply with any such charters, rights, privileges and concessions.
- (26) To procure the Company to be registered or established or authorised to do business in any part of the world.
- (27) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be deemed advisable to undertake with a view to development, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (28) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or contractors, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.

- (29) To do all such other things which are or which the Company may consider to be incidental or conducive to the attainment of the above objects 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 person, partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and also that the objects expressed in each paragraph of this clause, shall be deemed separate objects and shall (except where otherwise expressed in such paragraph) be in no ways 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.



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 & DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
------------------------------------------------	-------------------------------------------------

Sgd "Graeme M Bruce"  
Graeme Murray Bruce  
Madeleine Smith House  
6/7 Blythswood Square,  
GLASGOW G2 4AD  
Solicitor

One

Sgd "Eric R Galbraith"  
Eric Roger Galbraith  
Madeleine Smith House  
6/7 Blythswood Square  
GLASGOW G2 4AD  
Solicitor

One

Dated the Twelfth day of October 1990.

Witness to the above Signatures:-

Sgd "E Hadwin"  
Eileen Hadwin  
Madeleine Smith House  
6/7 Blythswood Square  
Glasgow G2 4AD  
Secretary

What is printed on this and the seven preceding pages is a print of the Memorandum of Association altered by Special Resolution of the members of the Company dated the 12th day of October, Nineteen hundred and Ninety.

.....  
Director

ARTICLES OF ASSOCIATION

of

REID SCOTT FINANCIAL SERVICES LIMITED

I N D E X

ARTICLE

GENERAL

1. Table A to apply
2. Modifications to Table A

SHARE CAPITAL

3. Particulars of share capital

PRIVATE COMPANY

4. No invitation to the public
5. No share warrants to bearer

SHARES

6. Directors not authorised to issue shares
7. Shares to be issued first to existing holders

REDEMPTION AND PURCHASE OF SHARES

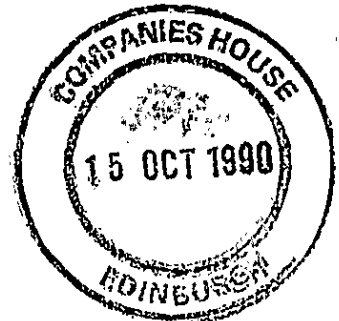
8. Company may issue redeemable shares and purchase own shares.

TRUSTS

9. Company may recognise trusts.

TRANSFER OF SHARES

10. Directors' right to decline registration



#### MEETINGS

11. Quorum

#### DIRECTORS

12. Minimum number of Directors  
13. Share qualification  
14. Directors' fees  
15. Directors' expenses  
16. Power to award pensions  
17. Resolution signed as effective as resolution duly passed  
28. Appointment and removal of Directors

#### BORROWING POWERS

19. Directors' borrowing powers

#### DIVIDENDS

20. Company may declare dividends

#### INDEMNITY

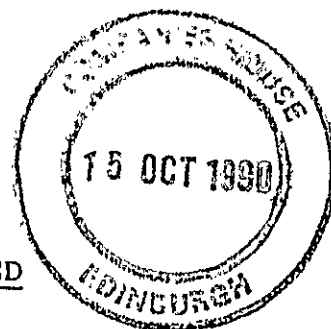
21. Extension of Regulation 118 of Table A

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

REID SCOTT FINANCIAL SERVICES LIMITED  
(as adopted as at 12th October 1990)



GENERAL

1. The Regulations contained in Table A in the Schedule to the Companies Act (Tables A to F) Regulations 1985 as amended (hereinafter referred to as "Table A") shall apply to and shall be the regulations of the Company save insofar as they are excluded or varied hereby or are inconsistent herewith and Regulation 1 of Table A, as it applies to and is a regulation of the Company, shall apply for the purposes of the interpretation of these Articles.
2. The Regulations numbered 5, 24, 35, 40, 65 to 69 inclusive, 73 to 77 inclusive, 80, 82 to 84 inclusive, 87, 93 to 98 inclusive and 102 of Table A, shall not apply to the Company and the following Regulations shall be modified:-

Regulation 6 so that the words "and bear autographic signatures of at least two Directors or one Director and the Secretary" shall be inserted after the words "Every Certificate shall be sealed with the seal."

Regulation 10 so that the words "Neither the purchaser nor, if a different person, the transferee shall be bound to see to the application of the purchase money and" shall be inserted immediately before the words "The title".

Regulation 11 so that the words "thereof as determined by the directors" be inserted after the words "costs".

Regulation 15 so that the words "in whole or in part" shall be inserted after the words "remains unpaid".

Regulation 18 so that there shall be added to the end of the first sentence thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

Regulation 37 so that the words "or any member" shall be held to be delete.

Regulation 38 so that the words "or a resolution appointing a person as a director" shall be held to be delete.

Regulation 59 so that the second sentence thereof shall be held to be delete.

Regulation 64 so that the words in parenthesis shall be held to be delete.

Regulation 78 so that the words "Subject as aforesaid" and the words from and including the word "and" to the end of the Regulation shall be held to be delete.

Regulation 79 so that the second and third sentences thereof shall be held to be delete.

Regulation 81 so that there shall be added at the end thereof the following additional sub-paragraph

"(f) he shall be the subject of a notice of removal, given pursuant to Article 18 hereof."

Regulation 85 so that there shall be added at the end thereof the following additional sub-paragraph

"(d) may vote on, and be counted in the quorum present at a meeting in relation to, a resolution relating to our touching upon any such transaction, arrangement or body corporate".

Regulation 89 so that the second sentence thereof shall be held to be delete.

Regulation 93 so that the words from and including "but a resolution" to the end of the Regulation shall be held to be delete.

#### SHARE CAPITAL

3. The share capital at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

#### PRIVATE COMPANY

4. The Company is hereby declared to be a private Company and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company.
5. The Company shall not have power to issue share warrants to bearer.

SHARES

6. The Directors shall not be entitled to allot any shares, or grant any rights to subscribe for, or to convert any security into, shares in the capital of the Company, unless otherwise authorised by the Company in general meeting.
7. Unless otherwise determined by Ordinary Resolution of the Company all or any unissued shares shall before issue be offered to the members holding Ordinary Shares in proportion as nearly as circumstances admit to their existing holdings of such shares. Any such offer shall be made by notice in writing specifying the number of shares comprised in the offer and specifying a date (being not less than fourteen days after the date of the offer) after which the offer, if not by then accepted, will be deemed to have been refused. The offer shall indicate that a member may accept in respect of a lesser number of shares than those comprised in the offer and shall also include notification to the effect that a member to whom the offer is made who desires an allotment of shares in excess of the number of shares comprised in the offer should within twenty one days from the date of the offer state how many excess shares he desires to have. If one or more of the members to whom the offer is made do not accept the offer in respect of all the shares offered to them, the shares in respect of which no acceptance is received ("the excess shares") shall be applied in satisfying any request or requests for excess shares. In the event of the excess shares being insufficient in number to satisfy all the requests received for excess shares such request or requests for excess shares shall be satisfied to an extent in proportion as nearly as circumstances admit to the then existing holding of Ordinary Shares of the members making such requests. If any shares are not taken up by the existing members in accordance with the provisions of this

Article then the Directors may dispose of such shares to such persons and on such terms and conditions as they deem desirable and without prejudice to the foregoing generality they may allot such shares in payment of property sold or transferred or for services rendered to the Company or for such other consideration as the Directors may think fit and the shares so allotted may be issued as, and shall be deemed to be, partly paid up or fully paid up shares. The provisions of Sections 89(1) and 90(1) to (6) of the Act (as the same may be modified or re-enacted) are hereby expressly excluded.

#### REDEMPTION AND PURCHASE OF SHARES

8. Subject to the provisions of the Act, the Company may at any time and from time to time
- (a) issue shares which are, or are liable to be redeemable, whether at the option of the Company or the holders thereof, and
  - (b) purchase its own shares (including any redeemable shares).

#### TRUSTS

9. The Company shall be entitled, but shall not be bound, to accept and, in the event of acceptance, shall be entitled to record in such manner as it may think fit, notices of any trusts in respect of any shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust whether expressed, implied, or constructive, in respect of any shares of the Company and shall be entitled to recognise and



give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purposes of this provision "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the holder thereof or such other rights in case of transmission thereof as are hereinafter mentioned.

#### TRANSFER OF SHARES

10. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

#### MEETINGS

11. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be two persons present and holding or representing by proxy in the aggregate at least one-half of the capital of the Company whose holders are entitled to be present and vote.

#### DIRECTORS

12. Unless otherwise determined by the Company in General Meeting, the number of Directors shall be not less than two.
13. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the members of the Company.

14. Each of the Directors shall receive such fee, if any, as such Director as the Company shall from time to time determine in General Meeting.
15. All the Directors shall be repaid all travelling, hotel and other expenses properly incurred by them in attending Board Meetings, or otherwise in connection with the business of the Company.
16. Without restricting the generality of the powers conferred on the Directors, the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein.
17. A Resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

18. The holders of more than one half of the equity share capital of the Company shall be entitled at any time and from time to time by notice in writing to the Secretary of the Company to appoint any person to be a Director of the Company (without limit in number so appointed) and by like notice to remove any of the Directors so appointed and at any time or times by like notice to appoint any other person to be a Director in place of the Director so removed or in place of any Director who has died or vacated office in any way and who was originally appointed by them.

#### BORROWING POWERS

19. The Directors shall be entitled to borrow or raise money from themselves or from others for the purposes of the business of the Company in such manner whether secured or unsecured and to such extent as they think fit, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or any third party.

#### DIVIDENDS

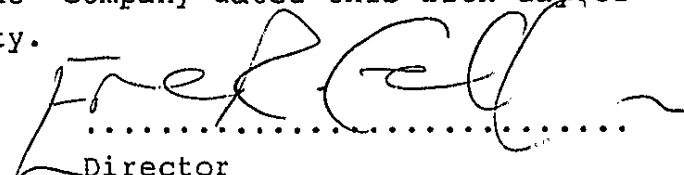
20. The Company may in General Meeting declare dividends.

#### INDEMNITY

21. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs,

charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 118 Table A shall be extended accordingly.

What is contained on this and the eight preceding pages is a print of the Articles of Association adopted pursuant to Special Resolution of the members of the Company dated this 12th day of October Nineteen hundred and ninety.

  
.....  
Director