



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company Number

127074

I hereby certify that

COMLAW NO. 229 LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Signed at Edinburgh

6 SEPTEMBER 1990

A handwritten signature in dark ink, appearing to read 'Shenton'.

Registrar of Companies

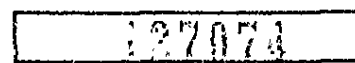
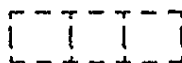
**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use



Name of company

COMLAW NO. 229 LIMITED

* insert full
name of Company

I, Graeme Murray Bruce
of 6/7 Blythswood Square, Glasgow

† delete as
appropriate

do solemnly and sincerely declare that I am a (Solicitor engaged in the formation of the company)†
~~person named as director, secretary, or other officer of the company, or as a person who has been named as such in the company's memorandum or articles of association, or as a person who has been named as such in the company's prospectus or as a person who has been named as such in the company's statement of particulars~~
and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 Glasgow

Declarant to sign below

the Twenty seventh day of AugustOne thousand nine hundred and ninety

before me

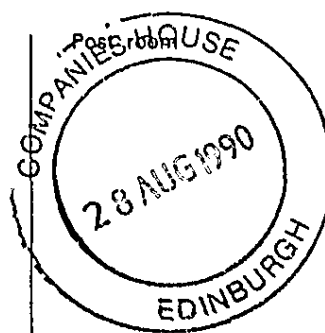
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):
Dorman Jeffrey & Co.,
Solicitors,
Box No. GW178,
Rutland Exchange,
GLASGOW.

08.15/cjm

041-221-9880

For official Use
New Companies Section



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

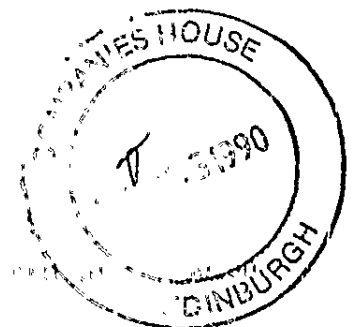
127074

MEMORANDUM OF ASSOCIATION

of

COMLAW NO. 229 LIMITED

1. The name of the Company is COMLAW NO. 229 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 for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere any trade, business, undertaking, project or enterprise of any description whether of a private or public character and all or any activities connected therewith or ancillary or complementary thereto.
 - (2) To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations, securities by any government, sovereign ruler, commissioners, trust, public body or other authority, supreme, municipal, local or otherwise, whether at home or abroad.
 - (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.

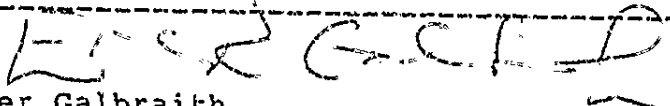


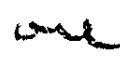
- (27) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be deemed advisable to undertake 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.

10.

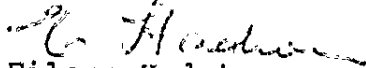
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 Shares of £1 each.

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 & DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
 Eric Roger Galbraith, 6/7 Blythswood Square, Glasgow. Solicitor.	
 Graeme Murray Bruce, 6/7 Blythswood Square, Glasgow. Solicitor.	

Dated the Twenty seventh day of August 1990.

Witness to the above Signatures:-


Eileen Hadwin,
6/7 Blythswood Square,
Glasgow.
Secretary.

127074

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

COMLAW NO. 229 LIMITED

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 set out in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052, shall apply to and shall be the regulations of the Company, and the Company shall have power to alter and add thereto as provided by statute.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Eric R. Galbraith
Eric Roger Galbraith,
6/7 Blythwood Square,
Glasgow.
Solicitor.

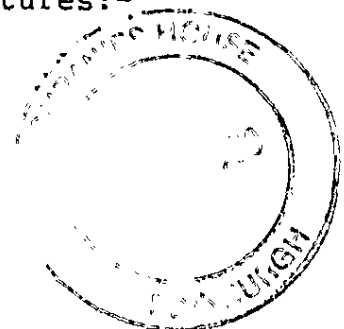
Graeme Murray Bruce,
6/7 Blythwood Square,
Glasgow.
Solicitor.

GMB

Dated the Twenty seventh day of August 1990.

Witness to the above signatures:-

E. Hadwin
Eileen Hadwin,
6/7 Blythwood Square,
Glasgow.
Secretary.



G

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 8)

For official use

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

127074

Name of company

* insert full name
of company

* COMLAW NO. 229 LIMITED

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

Madeleine Smith House,	
6/7 Blythswood Square,	
GLASGOW.	
Postcode	G2 4AD

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

Dorman Jeffrey & Co.,	
Solicitors,	
Madeleine Smith House,	
6/7 Blythswood Square, Glasgow.	
Postcode	G2 4AD

Number of continuation sheets attached (see note 1)

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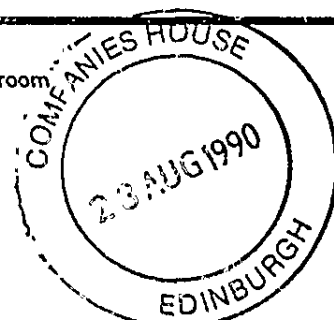
Presentor's name address and
reference (if any):
Dorman Jeffrey & Co.,
Box No. GW178,
Rutland Exchange,
GLASGOW.

08.15/cjm

041-221-9880

For official Use
General Section

Post room



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 margin

Name (note 3)		Eric Roger Galbraith		Business occupation	
				Solicitor	
Previous name(s) (note 3)		-		Nationality	
Address (note 4)		6/7 Blythswood Square,		British	
		GLASGOW.		Date of birth (where applicable)	
		Postcode	G2 4AD	(note 6) N/A	
Other directorships †					
None					
I consent to act as director of the company named on page 1					
Signature				Date 27th August 1990	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Graeme Murray Bruce		Business occupation	
				Solicitor	
Previous name(s) (note 3)		-		Nationality	
Address (note 4)		6/7 Blythswood Square,		British	
		GLASGOW.		Date of birth (where applicable)	
		Postcode	G2 4AD	(note 6) N/A	
Other directorships †					
None					
I consent to act as director of the company named on page 1					
Signature				Date 27th August 1990	

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

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:

company are as follows:

Name (notes 3 & 7)		Graeme Murray Bruce	
Previous name(s) (note 3) _			
Address (notes 4 & 7)		6/7 Blythswood Square, GLASGOW.	
		Postcode	G2 4AD
I consent to act as secretary of the company named on page 1			
Signature		Date 27th August 1990	

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

Signature of agent on behalf of subscribers _____ Date _____

Signed <i>F. C. (C. C. S. T.)</i>	Date 27th August 1990
Signed <i>G. M. B. W. W. W.</i>	Date 27th August 1990
Signed	Date
Signed	Date
Signed	Date
Signed	Date