

FILE COPY



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

Company No. 221875

The Registrar of Companies for Scotland hereby certifies that

SCOTMID-MILLER (SOUTH QUEENSFERRY) LIMITED

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

Given at Companies House, Edinburgh, the 2nd August 2001



NSC221875G

Diane Brown
for Registrar Of Companies



C O M P A N I E S H O U S E

Please complete in typescript, or in bold black capitals.

CHWP007

Declaration on application for registration

Company Name in full

221375
Scotmid - Miller (South Queensferry) Limited

I, John Neilson Kerr

of 48 Castle Street, Edinburgh EH2 3LX

† Please delete as appropriate

do solemnly and sincerely declare that I am a †[Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835

Declarant's signature

John Neilson Kerr

Declared at Edinburgh

Day Month Year
On 0 2 0 8 2 0 0 1

① Please print name.

before me †

SIMON THOMAS DAVID BROWN, NOTARY PUBLIC

Signed

Simon Thomas David Brown

Date 02/08/2001

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, DX number and Exchange of the person Companies House should contact if there is any query.

Anderson Strathern WS

48 Castle Street, Edinburgh

EH2 3LX

Tel 0131 220 2345

DX number ED3

DX exchange Edinburgh 1



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Form revised June 1998

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100
2

10

Please complete in typescript,
or in bold black capitals.

CHWP007

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

221875

Company Name in full

Scotmid - Miller (South Queensferry) Limited

Proposed Registered Office

48 Castle Street

(PO Box numbers only, are not acceptable)

Post town

Edinburgh

County / Region

Lothian

Postcode

EH2 3LX

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum mark
the box opposite and give the agent's name
and address.

X

Agent's Name

Anderson Strathern WS

Address

48 Castle Street

Post town

Edinburgh

County / Region

Lothian

Postcode

EH2 3LX

Number of continuation sheets attached

0

Please give the name, address,
telephone number and, if available, a DX
number and Exchange of the person
Companies House should contact if there
is any query.

Anderson Strathern WS

48 Castle Street, Edinburgh EH2 3LX

Tel 0131 220 2345

DX number ED3

DX exchange Edinburgh 1



SCT SNSMB2V1 0078
COMPANIES HOUSE 02/08/01

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

Anderson Strathern WS

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

48 Castle Street

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Edinburgh

County / Region

Lothian

Postcode

EH2 3LX

Country

Scotland

I consent to act as secretary of the company named on page 1

Consent signature

Date

02/08/2001

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Simon Thomas David

Surname

Brown

Previous forename(s)

Previous surname(s)

Address

2 Laverockbank Road

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Edinburgh

County / Region

Lothian

Postcode

EH5 3DG

Country

Scotland

Day Month Year

Date of birth

2 2 0 4

1 9 6 0

Nationality

British

Business occupation

Solicitor

Other directorships

See annexed list.

I consent to act as director of the company named on page 1

Consent signature

Date

02/08/2001

NAME	*Style / Title	Mr		*Honours etc						
o n t e t s	Forename(s)	John Neilson								
	Surname	Kerr								
	Previous forename(s)									
	Previous surname(s)									
Address	5 Ravelston Terrace									
<i>Usual residential address</i>										
<i>For a corporation, give the registered or principal office address.</i>	Post town	Edinburgh								
	County / Region	Lothian	Postcode	EH4 3EF						
	Country	Scotland								
	Date of birth	Day	Month	Year	Nationality					
		2	3	0	9	1	9	5	6	British
	Business occupation	Solicitor								
	Other directorships	<i>See annexed list</i>								
I consent to act as director of the company named on page 1										
Consent signature	<i>John Neilson</i>				Date					
					02/08/2001					

This section must be signed by
Either

an agent on behalf of all subscribers

Signed

Andrew Hatt

Date

02/08/2001

Or the subscribers

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

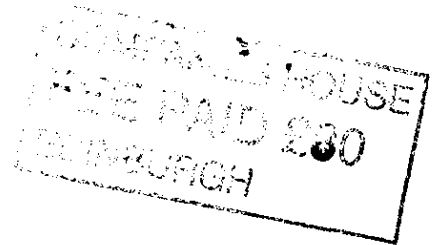
JOHN NEILSON KERR – DIRECTORSHIPS

ANDERSON STRATHERN LTD
ANDERSON STRATHERN WS LTD
ANDERSON STRATHERN TRUSTEE COMPANY LTD
ANDERSON STRATHERN NOMINEES LTD
ANDERSON STRATHERN PROPERTIES LTD
J&F ANDERSON WS
JF ANDERSON
EASTRUST COMPANY LTD
LAND VENTURES EXCHANGE LTD
ASSOCIATION OF EUROPEAN LAWYERS LIMITED
SCOLODATE TRUSTEE COMPANY LIMITED
ANDSTRAT (NO 124) LIMITED

SIMON THOMAS DAVID BROWN – DIRECTORSHIPS

ANDERSON STRATHERN LTD
ANDERSON STRATHERN WS LTD
ANDERSON STRATHERN TRUSTEE COMPANY LTD
ANDERSON STRATHERN PROPERTIES LTD
J&F ANDERSON WS
JF ANDERSON
EASTRUST COMPANY LTD
LORNE PROPERTIES LIMITED
GRINMOST (NO 105) LIMITED
ANDSTRAT (NO 101) LIMITED
SCOLOCATE TRUSTEE COMPANY LIMITED
ANDSTRAT (NO 124) LIMITED

2nd August 2001



**MEMORANDUM and
ARTICLES of ASSOCIATION**

of

SCOTMID-MILLER (SOUTH QUEENSFERRY) LIMITED

2001
NK/PAM

**ANDERSON STRATHERN, W.S.,
48 Castle Street,
Edinburgh
FAS3622NK**



COMPANIES HOUSE 02/08/01

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SCOTMID-MILLER (SOUTH QUEENSFERRY) LIMITED

1. The Company's name is SCOTMID-MILLER (SOUTH QUEENSFERRY) LIMITED".
2. The Company's Registered Office is to be situated in Scotland.
3. The objects for which the Company is established are:-
 - (1) To acquire the subjects at The Loan, South Queensferry and to develop and market the same for sale or lease or for such other purpose as the Company may think appropriate.
 - (2) To carry on any other businesses which can be advantageously or conveniently carried on by the Company by way of extension of or in connection with the above or are calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's property or rights.
 - (3) To acquire, erect, contract, lay down, enlarge, alter, maintain, improve

and from time to time renew buildings, machinery, plant, roads and other works necessary or convenient for carrying on said trades and businesses and the purposes of the Company generally.

- (4) To purchase or grant, whether for value or otherwise, an option or options to acquire by purchase, lease, exchange or otherwise, heritable or moveable property whether situated in Scotland or otherwise, irrespective of the identity of the party in whom such heritable or moveable property is vest.
- (5) To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets, invention, privileges, concessions and licences, secret processes, trade marks, trade means, brands and copyrights and the like which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop, prolong and grant licences of the same.
- (6) To purchase or otherwise acquire the whole or any part of the undertaking, property or assets of any company or person carrying on or proposing to carry on business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and as part of the consideration for such acquisition to undertake all or any part of the liabilities of such company or person.
- (7) To pay for any property or rights acquired by the Company in cash by instalments or in shares, stocks, debentures, debenture stocks or other securities whether fully or partly paid up of the Company or partly in one

mode and partly in another and generally on such terms as may be agreed upon.

- (8) To amalgamate or to enter into partnership, or into any arrangement for sharing profits, co-operation, union of interest, reciprocal concession, joint adventure, mutual interest or assistance or otherwise with any company or person carrying on any business or having any objects similar to or kindred with any of the businesses or objects of the Company and that in such manner and on such terms and conditions as may be found expedient.
- (9) To subscribe for, take or otherwise acquire and hold shares, stocks, debenture stock or other securities of or other interests in, any company having any objects similar to or kindred with any of the objects of the company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (10) Whether with or without the Company receiving any consideration to guarantee and give security for the payment of any principal monies, premia, interest and other monies secured by or payable under the securities or obligations of any company which is for the time being the Company's holding company or a subsidiary of the Company's holding company or any other company which may be promoted or established by the Company either alone or in conjunction with others or which may purchase or take over the whole or any part of the undertaking of the Company and to guarantee and give security for the payment of dividend and premiums on, and the repayments of the capital of stocks and shares of all kinds and descriptions.

- (11) To borrow or raise money or accept money on deposit and to secure the payment of money or the observance of obligations in such manner as the Directors shall think fit and for such purposes to mortgage or otherwise charge in any manner whatsoever permitted in any jurisdiction in which the Company has assets or carries on business and in particular by way of fixed charge or floating charge over the whole or part of the undertaking and all or any of the property and assets (both present and future), and the uncalled capital of the Company and to create, issue and accept securities.
- (12) To receive money on deposit or temporary loan upon such terms as may be thought fit.
- (13) To invest, or deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (14) To support or subscribe to any charitable funds or institutions the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company and to subscribe or guarantee money for any exhibition or for any public, general or useful objects.
- (15) To sell, feu, lease, exchange, mortgage or otherwise deal with or dispose of the whole or any part of the undertaking, property or assets of the Company, or any right over or interest in the same, for such consideration and in such manner and upon such terms and subject to such conditions as the Company may think fit, and in particular for shares, stocks, debentures, debenture stocks or other securities,

whether fully or partly paid up, of any other kind.

- (16) To distribute any of the property of the Company among the Members in specie or kind.
- (17) To remunerate any company or person for services rendered or to be rendered in placing or procuring the subscription of, or otherwise assisting in the issue of, any shares, stock, debentures, debenture stock or other securities of the Company or of any company promoted by the Company.
- (18) To do all or any of the above things in any part of the world either as principal agents, trustees, contractors, or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (19) To do all such other things as are incidental or conducive to the attainment of the aforesaid objects or any of them and it is hereby declared that in this Memorandum words denoting the singular number shall include the plural number and vice versa and the word "company" except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in each of the foregoing paragraphs of this Clause shall be regarded as independent objects and, accordingly, shall except where otherwise expressed in such paragraphs, be in no wise limited or restricted by reference to or inference from any other paragraph.

4. The liability of the Members is limited.

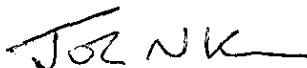
5. The Company's Share Capital is £100 divided into 50 A Ordinary Shares of £1 each and 50 B Ordinary Shares of £1 each.

We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names.

Name and Address of Subscribers

Number of Shares taken
by each Subscriber

1. JOHN NEILSON KERR
48 Castle Street,
EDINBURGH, EH2 3LX.



1 A Ordinary

2. SIMON THOMAS DAVID BROWN
48 Castle Street,
EDINBURGH, EH2 3LX.

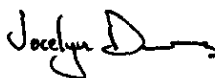


1 B Ordinary

Dated the 2nd day of August 2001.

Witness to the above signatures:-

Jocelyn Hilary Davis
48 Castle Street
EDINBURGH, EH2 3LX.



WITNESS

Trainee Solicitor.

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SCOTMID-MILLER (SOUTH QUEENSFERRY) LIMITED

PRELIMINARY

1. (A) In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"Deadlock" means a situation where a material matter of substance relating to the business or affairs of the Company which requires to be resolved to enable the business of the Company to be properly and efficiently carried out has been considered by the Board at two separate Board meetings and no resolution has been carried at either such meetings in relation to such matters by reason of an equality of votes for and against any proposal for dealing with the matter or if no quorum can be obtained by reason of the non-attendance of the A Directors or the B Directors at two Board meetings called to consider the relevant business or affairs of the Company which requires to be resolved.

"Table A" means A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment)

Regulations 1985.

(B) the following expressions have the following meanings:

"A Director" any Director for the time being appointed and holding office pursuant to Article 12(B)

"A Shares" A Ordinary shares of £1 each in the capital of the Company from time to time

"B Director" any Director for the time being appointed and holding office pursuant to Article 12(B)

"B Shares" B Ordinary shares of £1 each in the capital of the Company from time to time;

(C) words or expressions the definitions of which are contained or referred to in "the Act" shall be construed as having the meaning thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles as the Articles of Association of the Company;

(D) words importing the singular number shall include the plural and vice versa, words importing the masculine shall include the feminine and

neuter and vice versa and words importing persons shall include bodies corporate, unincorporated associations and partnerships; and

- (D) reference to Articles are references to these Articles and references to paragraphs and sub-paragraphs are, unless otherwise stated, references to paragraphs of the Article, or references to sub-paragraphs of the paragraph, in which the reference appears.

2. Regulations, 5, 24, 39, 40, 41, 50, 64, 73-80 inclusive, 82, 87 to 90 inclusive, 94, 101, 111, 112, 115 and 118 of Table A shall not apply to the Company. The Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The share capital of the Company is £100 divided into 50 "A" Ordinary Shares of £1 each (in these Articles referred to as "A" Shares) and 50 "B" Ordinary Shares of £1 each (in these Articles referred to as "B" Shares).
4. The "A" Shares and the "B" Shares shall be separate classes of share but save as hereinafter otherwise provided shall carry the same rights and privileges and shall rank pari passu in all respects save as expressly hereinafter provided as regards the appointment and removal of Directors, voting and quorum.
5. (A) The Directors are generally and conditionally as aftermentioned authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the

authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so made by the Company within that period. Unless otherwise agreed in writing by all members for the time being of the Company, un-issued shares in the capital of the Company for the time being shall only be allotted as follows:-

- (i) every allotment shall be of an equal number of "A" Shares and "B" Shares;
 - (ii) on the occasion of each allotment the "A" Shares and the "B" Shares shall be allotted at the same price (not being at a discount) and on the same terms as to date for payment, ranking for dividend and otherwise howsoever;
 - (iii) no shares of either class shall be issued otherwise than to members holding shares of the same class without the prior written consent of all the members;
 - (iv) as between holders of shares of the same class the shares of that class being allotted shall be allotted in proportion to such holders in accordance with the then existing holdings of shares of the class or in such other proportions between them as all the members holding shares of the same class shall agree in writing.
- (B) Save as provided in paragraph (A) of this Article, the Directors shall have no power to issue un-issued shares and shall not allot, grant options or subscription or conversion rights over or otherwise dispose of the same.

- (C) The powers invested in the Directors to allot equity securities (within the meaning of Section 94(2) of the Act) shall be exercisable as if Sections 89(1) and 90(1) to (6) of the Act did not apply to the allotment.

TRANSFER OF SHARES

6. Except for transfers pursuant to the provisions of Article 7 the Directors shall decline to register a transfer of any share, whether or not it is a fully paid share.
7. (A) A member may (subject as hereinafter provided) at any time transfer all but not some only of its shares as follows:-

- (i) to any body corporate or person with the prior consent in writing (delivered to the Company) of all the other members of the Company;
- (ii) to a member of the same group.

For the purposes of this Article "a member of the same group" means a company which is for the time being a holding company of the transferor company or a subsidiary of the transferor company or of any such holding company; and the expressions "holding company" and "subsidiary" have the meanings ascribed to them in Section 736 of the Companies Act 1985.

- (B) Where shares have been transferred under sub-Article 7(A)(ii) (whether directly or by a series of transfers thereunder) from a body corporate (herein called the "transferor company" which expression shall not include a second or subsequent transferor in a series of transfers) to a member of the same group (hereinafter called "the transferee company") and subsequently the transferee company ceases to be a member of the same group as the transferor company it shall be the duty of the

proposed transferee company to notify the Directors in writing prior to such event having occurred and the transferee company shall be bound at the same time to transfer the shares to the transferor company or such other company being a member of the same group as the transferor company. If it neglects or refuses to do so the Directors shall authorise some person as the attorney of the transferee company to execute a transfer of the shares to a member of the same group as the transferor company and register such member as holder of the shares whereupon it shall become indefeasibly entitled thereto. In such case the transferee company shall be obliged to deliver up the certificate for the shares so transferred.

- (C) For the purpose of determining whether a transfer has been duly made pursuant to or permitted by the foregoing provisions of this Article 7 or of ensuring that no circumstances have arisen whereby a transfer is required pursuant to this Article the Directors may from time to time require any member or any person named as a transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Directors may reasonably think fit regarding any matter relevant for such purposes.

LIEN

8. (A) The lien conferred by Regulation 8 of Table A shall apply to all shares of the Company, whether fully paid or not, 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 one or more of several joint holders. Regulation 8 of Table A shall be modified

accordingly.

- (B) All shares to be sold in the enforcement of the Company's lien or rights of forfeiture shall be offered in accordance with Article 5 of these Articles as if they were un-issued shares of the Company. Regulations 9 and 20 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

9. (A) No business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon. Two members present in person or by proxy, including two persons being or representing a holder of any of the "A" Shares and one person being or representing a holder of any of the "B" Shares, shall be a quorum for all purposes. A corporation being a member shall be deemed to be personally present if represented in accordance with the provisions of Section 375 of the Act. No business shall be transacted at any general meeting unless a quorum is present both at the time when the meeting proceeds to business and at the time when the meeting proceeds to business and at the time when such business is transacted.
- (B) If at any meeting convened upon the requisition of members no such quorum is present within the time specified in Regulation 41 of Table A the meeting shall be dissolved. Regulation 41 of Table A shall be modified accordingly.
- (C) If at any adjourned meeting such a quorum is not present within ten minutes from the time appointed for the adjourned meeting (or such longer interval as the Chairman of the meeting may think fit to allow), the

meeting shall be dissolved. Regulation 41 of Table A shall be modified accordingly.

(D) A poll may be demanded at any General Meeting by the Chairman of the meeting or by any member present in person or by proxy. A demand by a person as proxy for, or a duly authorised corporate representative of, a member shall be the same as a demand by the member. Regulation 46 of Table A shall be modified accordingly.

(E) On a show of hands every member present in person or by proxy or by duly authorised corporate representative shall have one vote and on a poll every member so present shall have one vote for every "A" Share and one vote for every "B" Share of which he is the holder; Provided that

(i) the holders of "B" Shares shall not be entitled to vote on a resolution for the appointment or removal from office of any "A" Director (as defined in Article 11) and

(ii) the holders of "A" shares shall not be entitled to vote on a resolution for the appointment or removal from office of any "B" Director (as defined in Article 11).

(F) The Chairman of a general meeting shall not have a second or casting vote and Regulation 50 of Table A shall be amended accordingly. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve and Regulations 60 and 61 of Table A shall be amended accordingly.

10. The omission to give notice of a meeting to any member entitled to receive notice of and attend and vote at General Meetings shall invalidate the

proceedings at that meeting.

PRIVATE COMPANY

11. The Company is a private company and accordingly no invitation shall be made to the public to subscribe for any share or debentures of the Company.

APPOINTMENT OF DIRECTORS

12. (A) The number of the Directors of the Company shall not be less than two and shall not be more than six.
- (B) The "A" Shares shall confer upon the holder or holders of the majority thereof for the time being the right at any time and from time to time to appoint any person to be a Director of the Company and the power at any time and from time to time to remove from office as such Director any person so appointed, provided that the number of persons so appointed by such holders and so holding office at any one time shall not exceed three. The "B" Shares shall confer upon the holder or holders of the majority thereof for the time being the right at any time and from time to time to appoint any person to be a Director of the Company and the power at any time and from time to time to remove from office as such Director any person so appointed provided that the number of persons so appointed by such holders and so holding office at any one time shall not exceed three. For the purposes of this Article every such appointment or removal shall be effected by an instrument or instruments in writing signed by the holder or holders effecting the same or, in the case of a body corporate, by any one member of its Board of Directors or other governing body, which instrument or instruments shall be lodged at the office and shall take effect as at the time of such

lodgement.

- (C) Upon any resolution proposed at a meeting of the Directors, or at any Meeting of a Committee of the Directors, the Directors appointed by the holder or holders of the majority of the "A" Shares (hereinafter called "the A Directors") and present or represented by an alternate at the meeting shall be entitled among them to cast either one vote in favour of the resolution or one vote against the resolution and no more in either case. Upon any such resolution the Directors appointed by the holder or holders of the majority of the "B" Shares (hereinafter called "the B Directors") and present or represented by an alternate at the meeting shall be entitled among them to cast either one vote in favour of the resolution or one vote against the resolution and no more in either case.

The Chairman shall not have a casting vote.

13. A Director shall not be required to hold any share qualification but nevertheless shall be entitled to attend and speak at any General Meeting.

BORROWING POWERS

14. (A) The Directors may exercise all the powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets and rights and uncalled capital or any part thereof and, subject to the provisions of the Act, to create and issue floating charges, debentures, debenture stock, mortgages, charges and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- (B) Whenever the capital of the company is divided into "A" Shares and "B" Shares the rights attached to the "A" Shares and "B" Shares may not be

varied or abrogated either whilst the company is a going concern or during or in contemplation of a winding up, except with the consent in writing of the holders of the "A" Shares and of the "B" Shares. Without prejudice to the generality of this Article, the rights attached to the "A" Shares and the "B" Shares shall be deemed to be varied:-

- (i) by any proposal to enter into a contract to borrow money from any person other than a member of the company; and
- (ii) by any proposal to grant any guarantee or indemnity for any person other than a member of the Company.

POWERS AND DUTIES OF DIRECTORS

15. (A) Subject to the provisions of the Act and provided he has disclosed to the Directors the nature and extent of any material interest in a manner provided for by Section 317 of the Act, a Director may be interested directly or indirectly in any contract or arrangement or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other Company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.
- (B) An "A" Director shall not be taken to be in breach of his fiduciary duty to

act in the best interests of the Company by reason only that in the performance of his duties and the exercise of his powers, he has regard to the interests and acts upon the wishes of the holders of the "A" Shares unless no honest and reasonable director could have formed the view that, in so doing, the director was also promoting the interests of the Company as a whole.

- (C) A "B" Director shall not be taken to be in breach of his fiduciary duty to act in the best interests of the Company by reason only that in the performance of his duties and the exercise of his powers, he has regard to the interests and acts upon the wishes of the holders of the "B" Shares unless no honest and reasonable director could have formed the view that, in so doing, the director was also promoting the interests of the Company as a whole.

16. The Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers or employees of the Company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company.

DISQUALIFICATION ETC. OF DIRECTORS

17. (A) In addition to the provisions of Regulation 81 of Table A the office of a Director shall be vacated if he is removed from office under Article 11(B)

of these Articles.

- (B) The "A" Directors and the "B" Directors shall not be subject to retirement by rotation and no Director shall be appointed otherwise than as herein provided.
- (C) The office of a Director shall be vacated if:-
 - (i) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
 - (ii) he becomes bankrupt or apparently insolvent or makes any arrangement or composition with his creditors generally;
 - (iii) he resigns his office by notice to the Company;
 - (iv) he is removed from office under Section 303 of the Act, or by extraordinary resolution of the Company;
- (D) No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

ALTERNATE DIRECTORS

- 18. (A) Any appointment or removal of an Alternate Director made under Table A shall be delivered at the Registered Office of the Company.
- (B) The words "approved by resolution of the Directors and" shall be deleted from Regulation 65 of Table A.
- (C) If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an Alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An Alternate Director shall be deemed to be a Director for the purpose of signing instruments requiring the signature of a

Director.

- (D) An Alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as Alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointee as such appointor may by notice in writing to the Company from time to time direct.

PROCEEDINGS OF DIRECTORS

19. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and manner of dispatching business as they think fit. The quorum shall throughout the meeting be three Directors (of whom two at least shall be a "A" Directors and one at least a "B" Director). Not less than 7 clear days notice of meeting shall be given unless all the Directors agree that less notice shall be given.
20. The Directors may from time to time appoint committees consisting of one or more "A" Directors and the same numbers of "B" Directors and may delegate any of their powers to any such committee and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors but may meet and adjourn as it thinks proper provided that the quorum for a meeting of any committee shall throughout the meeting be at least one "A" Director and at least one "B" Director.

21. A Chairman shall be appointed at all meetings of the Directors and committees of the Directors. The Chairman shall not have a second or casting vote. The Chairman shall hold office for a period of one year and shall be appointed in alternate years by the "A" Directors and in the other years by the "B" Directors. The first Chairman shall be appointed by the "A" Directors. Regulation 91 of Table A shall be modified accordingly.
22. At any meeting of the Directors or of any duly appointed committee thereof, those A Directors present (or represented by an alternate) shall be entitled collectively to cast either one vote in favour or one vote against any resolution proposed at such meeting and no more in either case. At any meeting of the Directors or of any duly appointed committee thereof, those B Directors present (or represented by an alternate) shall be entitled collectively to cast either one vote in favour or one vote against any resolution proposed at such meeting. All business arising from any meeting of the Directors or any committee of the Directors shall be decided by a majority of votes.
23. A resolution in writing, signed by all the Directors (which signatures may be on separate documents in like form) shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held.
24. Any Director may participate in a meeting of the Directors or a committee of the Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting in this manner shall be deemed to constitute presence in person at such meetings.
25. Notwithstanding any vacancies, the continuing Directors (provided that there is a quorum as defined above) may act.

CAPITALISATION OF PROFITS AND RESERVES

26. On any occasion when shares are allotted and distributed credited as fully paid in accordance with Regulation 110 of Table A the shares allotted to holders of "A" Shares shall forthwith on allotment automatically stand converted into "A" Shares and the shares allotted to holders of "B" Shares shall forthwith on allotment automatically stand converted into "B" Shares. Regulation 110 shall be modified accordingly.

NOTICES

27. (A) Every Director of the Company and every Alternate Director shall be entitled to receive notices of general meetings in addition to the persons specified in Regulation 38 of Table A.
- (B) Any notice given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing. Notices may be given to a member by fax as well as sending the same by post or leaving the same at his address as set out in the register of members of the Company and any notice given by or on behalf of any person to the Company may be given by leaving the same at or by sending the same by post (airmail, if sent to or from the United Kingdom) or fax to the office or such other place as the Directors may appoint.
- (C) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted if sent within the United Kingdom and at the expiration of five days after posting aforesaid if sent to or from abroad and a notice sent by fax shall be deemed to

arrive on the date of despatch subject to receipt of the appropriate answerback on completion of the transmission thereof.

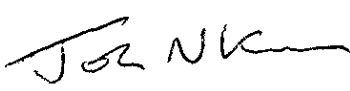
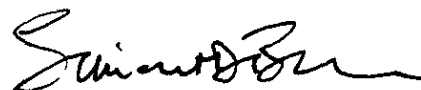
28. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the Directors may determine. Every certificate shall be signed by two Directors or by one Director and the Secretary of the Company and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

INDEMNITY

29. Subject to the provisions of and so far as may be permitted by the Act, every Director 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 including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court and, subject to and so far as aforesaid, no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred 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.

Names and Addresses of Subscribers

- | | | |
|----|--|--|
| 1. | JOHN NEILSON KERR
48 Castle Street,
EDINBURGH, EH2 3LX. | 
1 A Ordinary |
| 2. | SIMON THOMAS DAVID BROWN
48 Castle Street,
EDINBURGH, EH2 3LX. | 
1 B Ordinary |
-

Dated the 2nd day of August 2001.

Witness to the above signatures:-

Jocelyn Hilary Davis
48 Castle Street
EDINBURGH, EH2 3LX.

 WITNESS

Trainee Solicitor.