

FILE COPY



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

Company No. 227407

The Registrar of Companies for Scotland hereby certifies that

NEWCO (712) 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 28th January 2002



NSC227407D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP010.

Company Name in full

227407
NEWCO (712) LIMITED

I,

RODGER RIDOUT HARVEY-JAMIESON

of

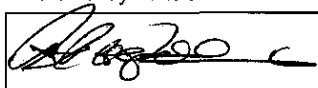
39 CASTLE STREET, EDINBURGH, EH2 3BH

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.

† Please delete as appropriate

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


--

Declared at

EDINBURGH

Day Month Year

on

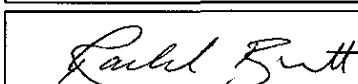
24	01	2002
----	----	------

● Please print name

● before me

RACHEL CATHERINE BENNETT

Signed



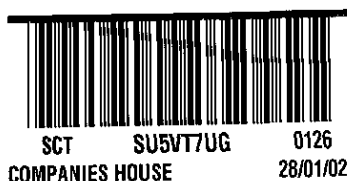
Date

24/1/02

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

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.

MURRAY BEITH MURRAY WS	
39 CASTLE STREET, EDINBURGH	
EH2 3BH	Tel 0131 225 1200
DX number ED40	DX exchange



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

Please complete in typescript,
or in bold black capitals.

CHFP010.

Notes on completion appear on final page

Company Name in full

**First directors and secretary and intended
situation of registered office**

227407
NEWCO (712) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

39 CASTLE STREET		
EDINBURGH		
	Postcode	EH2 3BH

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.

Agent's Name

Address

Post town

County / Region

☐	MURRAY BEITH MURRAY WS	
	39 CASTLE STREET	
	EDINBURGH	
	Postcode	EH2 3BH

Number of continuation sheets attached

☐

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.

MURRAY BEITH MURRAY WS
39 CASTLE STREET, EDINBURGH
EH2 3BH Tel
DX number ED40 DX exchange



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

Company Secretary (See notes 1-5)

Company name			
Name	* Style / Title	* Honours etc	
* Voluntary details.			
Forename(s)			
Surname		MBM SECRETARIAL SERVICES LIMITED	
Previous forename(s)			
Previous surname(s)			
Address		39 CASTLE STREET	
Usual residential address			
For a corporation, give the registered or principal office address.		Post town	EDINBURGH
County / Region		Postcode	EH2 3BH
Country			
I consent to act as secretary of the company named on page 1			
Consent signature		For and on behalf of MBM Secretarial Services Limited <i>[Signature]</i> Director and duly authorised attorney	Date 24 JAN 2002

Directors (see notes 1-5)

Please list directors in alphabetical order

Name	* Style / Title	* Honours etc	
Forename(s)			
Surname		MBM BOARD NOMINEES LIMITED	
Previous forename(s)			
Previous surname(s)			
Address		39 CASTLE STREET	
Usual residential address			
For a corporation, give the registered or principal office address.		Post town	EDINBURGH
County / Region		Postcode	EH2 3BH
Country			
Day Month Year			
Date of Birth		Nationality	
Business occupation			
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature		For and on behalf of MBM Board Nominees Limited <i>[Signature]</i> Director and duly authorised attorney	Date 24 JAN 2002

Directors (continued) (see notes 1-5)

Name	* Style / Title		* Honours etc	
Forename(s)				
Surname				
Previous forename(s)				
Previous surname(s)				
Address				
Usual residential address				
For a corporation, give the registered or principal office address.				
Post town				
County / Region			Postcode	
Country				
		Day	Month	Year
Date of Birth				
		Nationality		
Business occupation				
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature			Date	

This section must be signed
by Either
an agent on behalf of all
subscribers

Signed

Date

For and on behalf of
MBM Board Nominees Limited

Or the subscribers

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

Signed

[Signature]
Director and duly authorised attorney

Date

24 JAN 2002

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 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 name 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.



**List of other directorships
Schedule to form 10**

*Please complete in typescript,
or in bold black capitals.*

CHFP010

Company Number

Company Name in full

Name

Company Name	Resignation

THE COMPANIES ACTS 1985 and 1989

MEMORANDUM
and
ARTICLES of ASSOCIATION

NEWCO (712) LIMITED

MURRAY BEITH MURRAY W.S.
39 Castle Street
Edinburgh

Tel: (0131) 225 1200
Fax: (0131) 225 4412

Reference:

THE COMPANIES ACTS 1985 and 1989

MEMORANDUM of ASSOCIATION

NEWCO (712) LIMITED

MURRAY BEITH MURRAY W.S.
39 Castle Street
Edinburgh

Tel: (0131) 225 1200
Fax: (0131) 225 4412

Reference:

MEMORANDUM OF ASSOCIATION

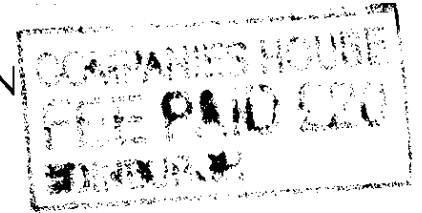
of

NEWCO (712) LIMITED

A PRIVATE LIMITED COMPANY

incorporated under

THE COMPANIES ACTS 1985 and 1989



227407

1. The Company's name is "**NEWCO (712) LIMITED**"
2. The Company's registered office is situated in Scotland.
3. The Company's objects are:-
 - 3.1 to carry on the business of a general commercial company undertaking any trade, business, project or enterprise of whatever description, whether of a private or public nature, and all or any processes and activities incidental or conducive to, or connected with, such business, directly or indirectly, whether by itself or through any subsidiary, associated or allied company, or firm, or other business arrangement, as the Company or its Directors decide may be appropriate, convenient, expedient or reasonable to advance, promote, improve or develop the interests of the Company or its members;
 - 3.2 to develop, manufacture, extract, refine, process, purchase, sell, repair, transport, store, export, import, let on hire, or otherwise deal in, all kinds of materials, substances, goods, articles and property, whether corporeal or incorporeal, and services of any kind;
 - 3.3 to purchase, feu, take on lease, hire, exchange or otherwise acquire and hold, and to sell, let or otherwise dispose of, in whole or in part, any lands, interests in land, buildings, plant, machinery, stock-in-trade, business concerns and any heritable or moveable, corporeal or incorporeal, real or personal property or interest whatsoever, wherever situated, and to construct, alter, repair, demolish, manage and maintain any of the foregoing;
 - 3.4 to borrow, or raise, money or other forms of finance, and to secure the payment of money or finance and the observance of any obligations relating to them, in such manner and for such purposes as the Directors shall think fit, and to mortgage, use as security, or otherwise charge or encumber, in any manner

Name on Incorporation

whatsoever permitted in any relevant jurisdiction in which the Company has assets or carries on business, and, in particular, to secure by way of fixed charge, mortgage, debenture or floating charge over, the whole or any part of the undertaking, property or assets, present and future, including uncalled capital, of the Company and to create, issue and accept Securities;

- 3.5 to draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, shipping documents, documentary credits and other negotiable or transferable instruments, and to buy, sell and deal in currencies, commodities, options, swaps, traded options or futures (financial or commodity) and any other financial instruments or products;
- 3.6 to lend or advance money, place or accept money on deposit or current account, or provide credit to any person, and on such terms and such security as may be thought fit, at the Directors' discretion, and to deposit money with any bank, deposit-taker or other financial organisation;
- 3.7 to guarantee, or give security, surety or any other form of cautionary obligation, for the payment of money by, or for the performance of any contract or obligation by, or for the payment or repayment of any principal, interest, dividends and premiums on, and any other obligations by, the Company, any Associated Company or any other person;
- 3.8 to promote the interests, business or undertaking of any Associated Company which is for the time being a subsidiary or holding company, or subsidiary of any holding company of the Company in any manner whatever and, in particular, by paying or discharging the liabilities or obligations of any Associated Company or undertaking, or giving any undertaking to do so, whether by giving any indemnity or any guarantee in respect of such liabilities, or by giving any security or charge for any such indemnity or guarantee, or for the payment of money or performance of obligations by any Associated Company, either with, or without, consideration, and whether or not any benefit flows to the Company other than the promotion of such Associated Company's interests, business or undertaking;
- 3.9 to invest and deal with the funds of the Company in such investments, Securities or other financial arrangements, as may from time to time be determined by the Directors or approved by the Company in general meeting;
- 3.10 to subscribe for, underwrite, purchase, deal with, dispose of or otherwise acquire or deal in Securities of any company, fund, business or trust;
- 3.11 to acquire, hold, operate, deal with or dispose of all, or any part, of the undertaking, property, business, liabilities or assets of any person, whether as part of the consideration for, or arrangements of, any acquisition, disposal, or otherwise;
- 3.12 to amalgamate or enter into partnership, joint venture, profit or loss sharing arrangement, or any other arrangement with any person;
- 3.13 to carry out, or arrange, experiments or other research and development in

connection with any aspect of the business or any proposed business of the Company, and to apply for, acquire, use, protect, prolong, renew, establish, or defend in any part of the world, any inventions, patents, patent rights, brevets d'invention, trade marks, service marks, trade or brand names, designs, industrial designs, registrable designs, copyright, moral rights, licences, concessions, protections or other such rights which may be, or appear to be, advantageous or useful to the Company, or to the business of the Company, or to any Associated Company;

- 3.14 to purchase and maintain insurance against all or any losses, damages, risks and liabilities which may affect the Company or its business, or any officer or auditors of the Company, subject to any limitations contained in the Act;
- 3.15 to issue and allot Securities of the Company for cash, or in payment, or part payment, for any property purchased or otherwise acquired by the Company, or any services rendered to the Company, or as security for any obligation, or amount, or for any other purpose;
- 3.16 to pay out of funds of the Company all expenses which the Company may lawfully pay for, or incidental to, the formation and registration of, or the raising of money for, the Company, or the issue of any Securities, or the application to any recognised investment exchange for listing for, or dealing in, any or all of the Company's Securities, including brokerage fees and commissions for obtaining applications for, or taking, placing or underwriting, or procuring the underwriting of Securities or rights of the Company;
- 3.17 to grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death, to any Directors, officers or employees, or former Directors, officers or employees of the Company or any company which at any time is or was an Associated Company, or any predecessor in business of any of them, and to the relations or dependants of any such persons, and to other persons whose service or services have, in the opinion of the Directors, been of benefit to the Company or whom the Directors consider have any moral claim on the Company, or to such persons' relations, connections or dependants, and to establish, or support, any person, fund, association, institution, club, school, trust, insurance or scheme, including, in particular, but without prejudice to the foregoing generality, any trust or scheme relating to the grant of any option over, or other interest in, any share in the capital of the Company, any Associated Company or of any other company, or in any debenture or security of any corporation or company, including the Company, and including the provision of financial assistance as described in, and permitted by, section 153(4) (b) and (bb) of the Act, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons, the Company or its members, and to subscribe, guarantee or pay money for any purpose intended, directly or indirectly, to further the interests of such persons, the Company or its members, or for any national, charitable, benevolent, educational, social, public or generally related object;
- 3.18 to compensate for loss of office any Directors or any other officer of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is

or has been engaged;

- 3.19 to promote or establish or concur in the promotion or establishment of any other company for the purpose of purchasing or taking over all or any of the properties, rights and liabilities of the Company, or carrying on any business or operations which the Company carries on or is authorised to carry on, or for any other purpose which may, directly or indirectly, benefit or advance the objects or interests of the Company, and to acquire, hold, dispose of, or otherwise deal with any Securities of any such company;
- 3.20 to sell, or otherwise dispose of, the Company or any part of the business, undertaking, property and assets of the Company, or any Associated Company;
- 3.21 to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital may be made, except as is permitted under the Act;
- 3.22 to pursue any of the objects of the Company in any part of the world, whether as agents, contractors, principals, trustees, or otherwise, along or in conjunction with others, and either by or through agents, contractors, distributors, sub-contractors, subsidiaries, trustees, or otherwise;
- 3.23 to carry on any activity and do anything of any nature which, in the opinion of the Directors, or the Company, appears to be capable of being conveniently carried on, or done by, the Company, or seems to be conducive, directly or indirectly, to the benefit of the Company, any of its Associated Companies or any of their businesses;
- 3.24 to pursue the objects, and to exercise all powers, of a general commercial company;

- 3.25 3.25.1 For the purposes of this Clause 3, the words and expressions below shall have the following meanings unless the context requires otherwise:

"the Act"	means the Companies Act 1985, as amended;
"Associated Company"	means a subsidiary or holding company of the Company, or any subsidiary of any holding company of the Company;
"Directors"	means the directors, or where appropriate, a majority of the directors of the Company, appointed from time to time;

"recognised investment exchange" bears the same meaning as that contained in section 207(1) of the Financial Services Act 1986;

"Securities" shall include any fully, partly, or nil-paid, or no par value, share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, option, right to subscribe or convert, or similar right or obligation;

3.25.2 Words importing the singular include the plural and vice versa;

3.25.3 Words importing a particular gender include any gender;

3.25.4 References to a "person" include any natural person or any legal person, body or organisation incorporated or unincorporated and any other person;

3.25.5 "Other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible;

3.25.6 The objects specified in each Sub-Clause of this Clause 3 shall except where otherwise specified, be in no way limited or restricted by reference to, or inference from, the terms of any other Sub-clause of this Memorandum of Association, or by the name of the Company, or by the nature of any business currently, previously, or in the future, carried on by the Company, or by the order in which such objects are stated, but may be carried out in as full and ample a manner, and shall be construed in as wide a sense as if each Sub-clause defined the objects of a separate and independent company;

3.25.7 The objects specified in each of the above Sub-clauses of this Clause 3 shall be considered as separate objects of the Company and shall not be restricted or construed as being merely powers of the Company;

3.25.8 Any reference to any Clause or Sub-Clause is a reference to such contained in this Memorandum of Association.

4. The liability of the members is limited.

5. The Company's share capital is £1,000 divided into 1,000 Ordinary Shares of £1 each* .

* Authorised share capital on Incorporation

The subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and agree to take the number of shares shown opposite their name.

THE NAME, ADDRESS AND DESCRIPTION
OF THE SUBSCRIBER:

NUMBER OF ORDINARY
SHARES TAKEN BY
THE SUBSCRIBER:

Director and duly Authorised Attorney



For and on behalf of
MBM BOARD NOMINEES LIMITED
39 Castle Street
Edinburgh
EH2 3BH

TWO

Total Shares Taken

TWO

Dated **24 JAN 2002**

WITNESS to the above signature:



GARY GRAY
CHARTERED SECRETARY
39 CASTLE STREET
EDINBURGH
EH2 3BH

THE COMPANIES ACTS 1985 and 1989

ARTICLES of ASSOCIATION

227407

NEWCO (712) LIMITED

MURRAY BEITH MURRAY W.S.
39 Castle Street
Edinburgh

Tel: (0131) 225 1200
Fax: (0131) 225 4412

Reference:

ARTICLES OF ASSOCIATION
of
NEWCO (712) LIMITED
A PRIVATE LIMITED COMPANY
incorporated under
THE COMPANIES ACTS 1985 and 1989

1. DEFINITIONS AND INTERPRETATION

1.1 In these Articles, the words and expressions below shall have the following meanings unless the context requires otherwise:

"the Act"	means the Companies Act 1985 as amended;
"Articles"	means these articles of association constituted by the following regulations together with any duly authorised amendments or alterations from time to time, and the term "Article" shall be a reference to a regulation contained in these Articles;
"Director"	means a director of the company or any alternate director duly appointed in accordance with these Articles;
"member"	means a person registered as a member in the Register of Members of the Company;
"Regulation"	means a regulation contained in Table A;
"share"	means any share forming part of the share capital of the Company, designated as may be appropriate;
"Table A"	means Table A of the Companies (Tables A to F) Regulations 1985, SI1985/805, as amended;
"Working Day"	means Monday to Friday, inclusive, but excluding any local, public or statutory holiday.

- 1.2 Words importing the singular include the plural and vice versa.
- 1.3 Words importing a particular gender include any gender.
- 1.4 References to a "person" include any natural person, or any legal person, body or organisation, incorporated or unincorporated, and any other person.
- 1.5 The headings in these Articles are for convenience only and shall not affect the construction of the Articles.
- 1.6 Reference to a time of day shall be construed as the time in the United Kingdom expressed in terms of the twenty-four hour clock.
- 1.7 Words and expressions defined in the Act shall bear the same meanings in these Articles, excluding any statutory modification to those defined terms, not in force at the date these Articles become binding on the Company.

TABLE A

- 2. The Regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
- 3. Regulations 5,8,23,24,38,41,53,59,64,65,73 to 80 (inclusive), 83,89,90,94,95,101,115 and 118 shall not apply to the Company.
- 4. The Regulations shall be amended as follows:
 - 4.1 in Regulation 6, by the deletion of the phrase: "sealed with the seal" in the second sentence, and by the substitution, in its place, of the phrase: "executed in accordance with the Act";
 - 4.2 in Regulation 15 by the insertion of the words: "and any costs and expenses incurred by the company, as a result of the failure to pay that call" after the word: "Act)" and by the addition of the words: "and any such costs and expenses" after the words: "payment of the interest";
 - 4.3 in Regulation 18, at the end of the first sentence, by the addition of the words: "and any costs and expenses incurred by the company, as a result of the failure to pay the call" after the word: "accrued";
 - 4.4 in Regulation 21, after the words: "all moneys", by the addition of the words: "including any costs and expenses incurred by the company, as a result of the failure to pay the call";
 - 4.5 in Regulation 46, by the deletion of the second sentence which comprises the whole of the remainder of that Regulation and by the substitution, in its place, of the following sentence:

"A poll may be demanded at any general meeting or at any meeting of a class of members by the chairman or by any member entitled to vote at that meeting, present in person, or by any member's proxy or attorney, or if a corporation, by its duly authorised representative";

- 4.6 in Regulation 72, by the insertion after the first sentence, of the following sentence:
- "Any committee of directors shall have the power, unless the directors specify otherwise, to appoint as a member or as members of the committee any person or persons who are not directors of the company";
- 4.7 in Regulation 81, by the addition of the following provision: "(f) he is removed from office by notice in writing signed, or authorised, by all the other directors and duly served upon him";
- 4.8 in Regulation 82, by the addition of the following sentences: "Such remuneration shall be divided amongst the directors in such proportions and manner as the directors may unanimously determine, or, in default of such determination, equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine";
- 4.9 in Regulation 100(b), by the deletion of all the words appearing after the phrase: "committees of directors".

SHARE CAPITAL

5. The authorised share capital of the Company is £1,000 consisting of 1,000 ordinary shares of £1.00 each.
6. The Company may at its sole discretion recognise and record the holding of a share by a person on trust, or in the names of trustees, but unless specifically recognised by the Company as such a holding, the Company shall not be bound by, or obliged to recognise, any interest in any share except for the absolute rights of the holder named in the register of members.
7. Subject to any direction to the contrary which may be given by ordinary resolution of the Company in general meeting, the Directors are unconditionally authorised to allot, issue, grant options or rights over, or otherwise deal with, or dispose of, any unissued share, including any redeemable share, to such persons, including any Director, on such terms, at such time or times and for such consideration as they think fit, provided that no shares shall be issued at a discount. The maximum nominal amount of share capital which the Directors may allot or otherwise dispose of in accordance with this Article shall be the nominal amount of relevant securities at the date of incorporation of the Company or the aggregate nominal amount of the unissued shares in the share capital of the Company from time to time during the duration of this authority.
8. The authority conferred on the Directors by the Article preceding shall remain in force for a period of 5 years from the date of incorporation of the Company. Notwithstanding the terms of this Article, the Company may vary or revoke the authority granted, to the Directors at any time and may renew the authority in general meeting in accordance with section 80 of the Act. The Company may make any offer or enter any agreement

before the expiry of the authority which will, or may, require relevant securities to be allotted after the expiry of that authority. In those circumstances, the Directors shall be entitled to allot those relevant securities pursuant to any such offer or agreement, notwithstanding the expiry of that authority.

9. Pursuant to Section 91 of the Act, the provisions of Sections 89(1) and 90(1) to 90(6) (inclusive) of the Act shall not apply to the Company, and the Directors shall be entitled to allot equity securities in accordance with section 95 of the Act.

LIEN

10. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person, whether solely or jointly with others, for all moneys owing to the Company from that person, or that person's estate, either alone or jointly with any other person, whether as a member, or not, and whether such moneys are presently payable, or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

11. The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share whether or not it is a fully paid share.
12. Subject to any restrictions on the transfer of shares in these Articles, any member holding shares may transfer any or all of those shares in any usual or common written form, or in any other manner which the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and, except where the share is fully paid, the transferee.

PROCEEDINGS AT GENERAL MEETINGS

13. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved and in any other case it shall stand adjourned to such day and at such time and place as the Directors determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. Where the Company has only a single member, the quorum shall be one.
15. A resolution in writing signed by all the members who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed, or by their attorneys, proxies, or other duly appointed representatives, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in materially the same form, each signed by one or more of the members or their attorneys, proxies or other duly appointed representatives. In the case of a corporation which is a member of the Company, a signature by a Director or its secretary or by a duly appointed and authorised attorney or representative shall be sufficient.

16. It shall not be necessary for any written resolution passed in terms of the preceding Article to be referred to or approved by the Company's auditors and it shall be effective on the date it is signed by all the relevant members or where there are several documents, on the date the last such member signs the resolution.
17. On a show of hands or on a poll, votes may be given either personally or by proxy, or if a corporation, by its duly authorised representative.

NUMBER OF DIRECTORS

18. Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall not be subject to any maximum and the minimum number of directors shall be one.
19. A Director shall not be required to hold any share in the Company in order to qualify for office as a Director. A Director, whether or not the Director holds any share in the Company, shall be entitled to attend and speak at any general meeting, or any meeting of any class, of the members of the Company.

ALTERNATE DIRECTORS

20. Any Director, other than an alternate Director, may appoint any other Director or may appoint any other person approved by the Directors, to be that Director's alternate and may remove from office such an alternate Director immediately but shall intimate the removal to the Directors without delay.
21. Where an alternate Director is also a Director, or acts as an alternate Director for more than one Director, such alternate Director shall have one vote for every Director represented by that Director in addition to that Director's own vote.
22. Where two or more Directors are required to constitute a quorum, an alternate Director, notwithstanding that that Director may be the alternate Director for a number of Directors, shall not, alone, constitute a quorum, and shall only act in conjunction with, at least, one Director or another alternate Director.
23. Where a Director appoints a person as that Director's attorney under a general power of attorney or under a written limited power of attorney which specifically permits that attorney to act as a Director, that attorney shall be entitled to act as a Director subject to the appointment of that attorney being notified in writing to the Directors. On the written intimation of the appointment of such an attorney, that attorney shall be deemed to act as an alternate Director, subject to the terms of these Articles.

APPOINTMENT AND RETIREMENT OF DIRECTORS

24. The Directors shall not be subject to retirement by rotation and any reference in the Regulations to such retirement shall be construed accordingly.
25. The Company may by ordinary resolution appoint a person who is willing to act as a Director, either to fill a vacancy or as an additional Director.
26. The Directors may appoint any person who is willing to act as a Director, either to fill a casual vacancy or as an additional Director.
27. There shall be no age limit for Directors of the Company.

DIRECTORS' EXPENSES

28. The Directors may repay to any Director, including any alternate Director, all reasonable expenses as that Director may properly incur in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings of the Company or any class of members of the Company, or otherwise in or about the business of the Company. In the event of any Director necessarily performing or rendering any special duties or services to the Company outside any ordinary duties as a Director, the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration, by way of salary, commission, participation in profits or otherwise as may be approved.

PROCEEDINGS OF DIRECTORS

29. A sole Director shall have and may exercise all the powers of, and the full authority conferred on, the Directors in terms of these Articles, and all references to the Directors in the Articles and Regulations shall be construed accordingly.
30. The quorum for the transaction of the business of the Directors may be fixed by the Directors but unless so fixed shall be two, except in the case of a sole Director, when the quorum shall be one. A person who holds office only as an alternate Director shall, if the appointing Director is not present, be counted in the quorum.
31. Any Director, including an alternate Director, may participate in a meeting of the Directors or a committee of Directors by means of a conference telephone or other conference communication facility by which all persons participating in the meeting can hear and speak with each other. Participation in a meeting in this manner shall be deemed to constitute the presence of a Director in person at such meeting, entitling him to be counted in the quorum and to vote accordingly. A telephone conference meeting shall be deemed held at the place where the largest number of Directors is present, or, where there is no such gathering, where the chairman is present.
32. Subject to such disclosure as is required by the Regulations, or the Act, a Director shall be entitled to vote at, and be counted in the quorum of, a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which the Director has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

THE SEAL

33. The Company shall not have a seal.

NOTICES

34. Any notice to be given to any person under these Articles shall be given in legible written form by facsimile ("fax"), by first class recorded delivery or registered post ("post") or by delivery including courier delivery ("delivery"), to the contact address last notified to the sender. Any notice served shall be deemed to have been received as follows:

- 34.1 in the case of fax: one hour after the time of despatch of the fax, evidenced by the relevant completed transmission report;
- 34.2 in the case of post: thirty-six hours from midnight (24.00 hrs) on the date of posting, evidenced by the relevant proof of posting;
- 34.3 in the case of delivery: thirty minutes after delivery to the addressee's address;

except where the day of receipt of such a notice is not a Working Day at the place of delivery or is a Working Day but delivery is deemed to occur after 18.00 hours on that day, in either of which events, notice shall be deemed to be received at 09.30 hours on the next Working Day.

INDEMNITY

- 35. Subject to the provisions of the Act and, in particular, section 310 of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, alternate Director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by that officer in the execution or discharge of that officer's duties or in the exercise of that officer's powers or otherwise in connection with that officer's office including, without prejudice to the foregoing generality, any liability incurred by that officer in defending any proceedings, whether civil or criminal, in which judgement is given in that officer's favour, or in which that officer is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on that officer's part, or in connection with any application in which relief is granted to that officer by any court from liability in respect of any act or omission done or alleged to have been done as an officer or employee of the Company.

INSURANCE

- 36. The Directors shall be entitled to purchase and maintain insurance for the benefit of any persons who are or have at any time been Directors, officers, employees or auditors of the Company or any Company which is its holding Company or its subsidiary.

GOVERNING LAW

37. These Articles shall be governed by, and construed in accordance with, the Law of Scotland and the Company, its officers and its members, from time to time, prorogate the non-exclusive jurisdiction of the Scottish Courts.
-

THE NAME, ADDRESS AND DESCRIPTION
OF THE SUBSCRIBER:

Director and Duly Authorised Attorney



On behalf of
MBM BOARD NOMINEES LIMITED
39 CASTLE STREET
EDINBURGH
EH2 3BH

Dated **24 JAN 2002**

WITNESS to the above signature:



GARY GRAY
CHARTERED SECRETARY
MURRAY BEITH MURRAY WS
39 CASTLE STREET
EDINBURGH
EH2 3BH