



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

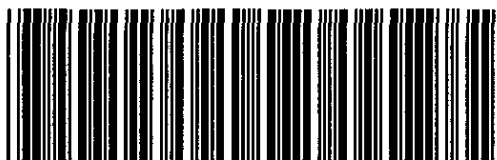
Company No. 264324

The Registrar of Companies for Scotland hereby certifies that

CATHKIN ENERGY 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 3rd March 2004



NSC264324C



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

264324

Company Name in full

CATHKIN ENERGY LIMITED

I, JOANNE GLENDINNING

of CENTRAL SQUARE SOUTH, ORCHARD STREET, NEWCASTLE UPON
TYNE, NE1 3XX

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~director 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

J. Glendinning

Declared at

CENTRAL SQUARE SOUTH, ORCHARD STREET, NEWCASTLE UPON
TYNE, NE1 3XX

Day Month Year

On 02 03 2004

① Please print name.

before me ①

Simon Scargall

Signed

S. Scargall

Date

2/3/04

† 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.

Eversheds

Central Square South, Orchard Street, Newcastle upon
Tyne, NE1 3XX

Tel 0191 241 6000

DX number DX 724340

DX exchange Newcastle 24

Con

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
Companies registered in England and Wales

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

for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

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10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

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

264324

Company Name in full

CATHKIN ENERGY LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

PRINCES EXCHANGE 1

EARL GREY STREET

Post town EDINBURGH

County / Region SCOTLAND

Postcode EH3 9BN

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 EVERSHEDS

Address CENTRAL SQUARE SOUTH

ORCHARD STREET

Post town NEWCASTLE UPON TYNE

County / Region Postcode NE1 3XX

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Eversheds
Central Square South, Orchard Street, Newcastle upon
Tyne, NE1 3XX

Tel 0191 241 6000

DX number DX 724340 DX exchange Newcastle 24

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panies registered in England and Wales or

panies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name CATHKIN ENERGY LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) EVERSECRETARY LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

CENTRAL SQUARE SOUTH

ORCHARD STREET

Post town NEWCASTLE UPON TYNE

County / Region

Postcode NE1 3XX

Country

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

Consent signature



Date 2/3/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) EVERDIRECTOR LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

CENTRAL SQUARE SOUTH

ORCHARD STREET

Post town NEWCASTLE UPON TYNE

County / Region

Postcode NE1 3XX

Country

Day Month Year

Date of birth

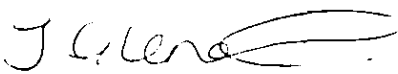
Nationality

Business occupation

Other directorships

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

Consent signature



Date 2/3/04

FOR AND ON BEHALF OF EVERDIRECTOR LIMITED
AUTHORISED SIGNATORY OF EVERDIRECTOR LIMITED

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

for and on behalf
of Everdirect Ltd

J. G. Lee

Authorized signature
of Everdirect Ltd

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:

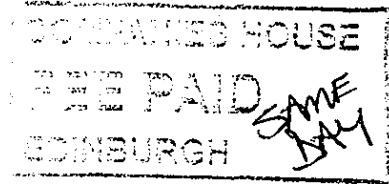
- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was** :
 - dormant,
 - a parent company which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

264324

The Companies Act 1985



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CATHKIN ENERGY LIMITED

1. The Company's name is "Cathkin Energy Limited".
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are:-
 - (A)(i) To carry on business as a general commercial company;
 - (A)(ii) To develop; research, invent, construct, own, manage, operate, maintain, lease, buy, sell, finance, invest in and advise on all types of energy, fuels and power generation plant and machinery and related equipment, including the powering of all types of machinery and plant producing electricity, hot water, cooling water and steam, fired by all types of fuels and combustible materials including refined gas, methane, biogas, propane, oil and coal and all their respective derivatives, biomass, waste, municipal waste, sewerage and otherwise howsoever.
 - (B) To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorised to carry on, or to purchase or acquire any interest in or rent or hire any other real or personal property whatsoever which may be necessary to convenient for the purposes of the Company.
 - (C) To purchase, sell, exchange, improve, mortgage, charge, rent, take on lease or in exchange, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company.

- (D) To grant any powers, privileges, concessions or rights whatsoever in or in respect of any of the property of the Company.
- (E) To invest and deal with the monies of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (F) To promote any other company, and to underwrite the shares or debentures of that company.
- (G) To amalgamate with or enter into any partnership, joint venture, union or profit sharing or other business arrangement with any other company, firm association or person.
- (H) To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange, bills of lading and any other negotiable and transferable instruments.
- (I) To borrow, raise and secure the payment of money in such manner as the Company shall think fit: in particular to borrow money by the issue of debentures or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the Company by mortgage or charge of all or part of the Company's property or assets, including future property and uncalled capital.
- (J) To invest the funds of the Company in shares or debentures of such other investments or securities as the company may determine, to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient, and to guarantee or give security for any liability or obligation of any person, company or firm.
- (K) To sell all or any part of the undertaking, goodwill and assets of the Company for such price and upon such terms as may be thought fit.
- (L) To establish any scheme, whether by the issue of shares or otherwise, whereby employees may share in the profits or take part in the management of the Company.
- (M) To pay the expenses of or incidental to the promotion and incorporation of the Company.

- (N) To do all such other things as are conducive or incidental to the attainment of the above objects or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the Company and shall be construed independently of anything contained in any other sub-clause.”

4. The liability of the members is limited.
5. The Company's share capital is £1,000 divided into £1,000 shares of £1.00 each.

We, the person whose name, address, and description is subscribed, am 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 name.

Name.	Address and description of Subscriber	Number of shares taken by the Subscriber
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EVERDIRECTOR LIMITED

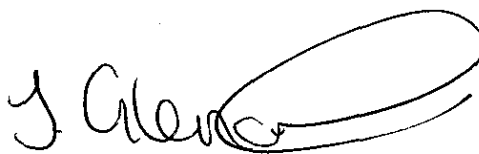
ONE Ordinary Share of £1

Central Square South

Orchard Street

Newcastle upon Tyne

NE1 3XX



Dated: 2 March 2004

Witness to the above signature:-



Witness's signature:

Name: Kelly Stephenson

Address: Central Square South
Orchard Street
Newcastle upon Tyne
NE1 3XX

Occupation: Clerical Assistant

264324

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CATHKIN ENERGY LIMITED

1. PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2. INTERPRETATION

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:-

"the Act"	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
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"these Articles"	These Articles of Association, whether as originally adopted or as altered from time to time
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"clear days"	In relation to the period of a notice means that period excluding the day when the notice is given or deemed to
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be given and the day for which it is given or on which it is to take effect

"the directors" The directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company

"executed" Includes any mode of execution

"the holder" In relation to shares means the member whose name is entered in the register of members as the holder of the shares

"office" The registered office of the Company

"seal" The common seal of the Company (if any)

"secretary" The secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

"share" Includes any interest in a share

"the United Kingdom" Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3. SHARE CAPITAL

3.1 The authorised share capital of the Company at the time of incorporation of the Company is £1,000 divided into £1,000 ordinary shares of £1.00 each.

3.2 No share shall be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Act.

3.3 Regulation 4 of Table A and, in accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

4. LIEN

The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

5. CALLS ON SHARES AND FORFEITURE

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

6. TRANSFER OF SHARES

6.1 Regulation 24 of table A shall not apply to the Company. Subject to Article 6.2, the directors may, in their absolute discretion and without assigning any reason therefor, decline any transfer of any share, whether or not it is a fully paid share.

6.2 Notwithstanding anything contained in Article 6.1, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is executed by any bank to whom such shares have been charged or pledged by way of security, or by any nominee of such bank pursuant to the power of sale under such security, and a certificate by any official of such bank that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

- 6.3 In the event that the number of members of the Company shall fall to one there shall, on the occurrence of that event, be entered in the Company's register of members with the name and address of the sole member ("the Sole Member") a statement that the Company has only one member and the date on which the Company became a company having only one member.
- 6.4 In the event that the number of members of the Company shall increase from one member to two or more members there shall, on the occurrence of that event be entered in the Company's register of members with the name and address of the person who was formerly the Sole Member, a statement that the Company has ceased to have only one member and the date on which the Company became a company having more than one member.

7. GENERAL MEETINGS

The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

8. NOTICE OF GENERAL MEETINGS

- 8.1 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and regulation 38 of Table A shall be modified accordingly. The words "or a resolution appointing a person a director" and paragraphs (a) and (b) in regulation 38 of Table A shall be deleted and the words "in accordance with section 369(3) of the Act" shall be inserted after the words "if it is so agreed" in that regulation.
- 8.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors, the appointment of and the fixing of the remuneration of the auditors and the giving or renewal of any authority in accordance with the provisions of section 80 of the Act.

- 8.3 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 The words, "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.

- 9.2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.

10. VOTES OF MEMBERS

- 10.1 Regulation 54 of Table A shall not apply to the Company. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

- 10.2 The words "be entitled to" shall be inserted between the words "shall" and "vote" in regulation 57 of Table A.
- 10.3 A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.
- 10.4 At any time when the Company has only one member any decision which may be taken by the Company in general meeting may be made by the Sole Member and shall be as valid as if agreed by the Company in general meeting.
- 10.5 If the Sole Member shall take any such decision as is referred to in Article 10.4 that member shall (unless such decision is made by way of a written resolution) provide the Company with a written record of the decision.
- 10.6 Failure to comply with the provisions of Article 10.5 shall not affect the validity of any decision made by the Sole Member and a person dealing with the Company shall not be concerned to inquire whether a written record has been provided to the Company in accordance with Article 10.5.

11. NUMBER OF DIRECTORS

- 11.1 Regulation 64 of Table A shall not apply to the Company.
- 11.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one.

12. ALTERNATE DIRECTORS

- 12.1 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him), to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor at such meeting as a director in his absence. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall not apply to the Company.
- 12.2 A director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining *whether a quorum is present and the final sentence of regulation 88 shall not apply to the Company.*
- 12.3 Save as otherwise provided in the regulations of the Company, an alternate director shall be deemed for the purposes specified in Article 12.1 to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply to the Company.

13. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 13.1 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

- 13.2 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 11.2 as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.
- 13.3 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 13.4 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 11.2 as the maximum number of directors for the time being in force.
- 13.5 If, immediately following and as a result of the death of a member, the company has no members and if at that time it has no directors, the personal representatives of the deceased member may appoint any person to be a director and the director who is appointed will have the same rights and be subject to the same duties and obligations as if appointed by ordinary resolution in accordance with Article 13.3. If two members die in circumstances rendering it uncertain which of them survived the other, such deaths shall, for the purposes of this Article, be deemed to have occurred in order of seniority and accordingly the younger shall be deemed to have survived the elder.

14. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a director shall be vacated if:-

- 14.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or
- 14.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 14.3 he is, or may be, suffering from mental disorder and either:-
 - 14.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - 14.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 14.4 he resigns his office by notice to the Company; or
- 14.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or
- 14.6 he is removed from office as a director pursuant to Article 13.2, and regulation 81 of Table A shall not apply to the Company.

15. GRATUITIES AND PENSIONS

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

16. PROCEEDINGS OF THE DIRECTORS

16.1 Whensoever the minimum number of the directors shall be one pursuant to the provisions of Article 11.2, a sole director shall have authority to exercise all the powers and discretions which are expressed by Table A and by these Articles to be vested in the directors generally and regulations 89 and 90 of Table A shall be modified accordingly.

16.2 Subject to the provisions of the Act, and provided that he has disclosed to the directors *the nature and extent of any interest of his, a director notwithstanding his office:-*

16.2.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

16.2.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

16.2.3 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

16.2.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such

transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

16.2.5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of Articles 16.2.1 to 16.2.4 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.

16.3 For the purposes of Article 16.2:-

16.3.1 a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

16.3.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

16.3.3 An interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when the Company was incorporated) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

16.4 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject

to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

16.5 Regulation 88 of Table A shall be amended by substituting for the sentence:-

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."

the following sentence:-

"Notice of every meeting of the directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service."

16.6 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

17. **THE SEAL**

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

18. **NOTICES**

18.1 In regulation 112 of Table A, the words "by telex or facsimile to a telex or facsimile number supplied by the member for such purpose or" shall be inserted immediately after the words "or by sending it" and the words "first class" shall be inserted immediately before the words "post in a prepaid envelope".

18.2 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent by telex or facsimile receipt of the appropriate answerback or confirmation of transmission shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of transmission following receipt of the appropriate answerback or confirmation. Regulation 115 of Table A shall not apply to the Company.

18.3 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

19. **WINDING UP**

In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

20. INDEMNITY

- 20.1 Subject to the provisions of section 310 of the Act every director (including an alternate director) or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no director (including an alternate director) or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the lawful execution of the duties of his office or in relation thereto. Regulation 118 of Table A shall not apply to the Company.
- 20.2 The directors shall have power to purchase and maintain at the expense of the Company for the benefit of any director (including an alternate director), officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act and subject to the provisions of the Act against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor.
- 20.3 The directors may authorise directors of companies within the same group of companies as the Company to purchase and maintain insurance at the expense of the Company for the benefit of any director (including an alternate director), other officer or auditor of such company in respect of such liability, loss or expenditure as is referred in Article 20.2.

Names, address and description of Subscriber

EVERDIRECTOR LIMITED

Central Square South

Orchard Street

Newcastle upon Tyne

NE1 3XX

J. Glendine
One ordinary share
of £1.

Dated: 2 March 2004

Witness to the above signature:-

Witness's signature:



Name: Kelly Stephenson

Address: Central Square South
Orchard Street
Newcastle upon Tyne
NE1 3XX

Occupation: Clerical Assistant