



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

Company No. 271291

The Registrar of Companies for Scotland hereby certifies that

THE COTTAGE FAMILY CENTRE

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 July 2004



NSC271291D



THE OFFICIAL SEAL OF THE
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

CHFP001

Declaration on application for registration

271291

Company Name in full THE COTTAGE FAMILY CENTRE

I, ANDREW COCKBURN signing on behalf

of OSWALDS OF EDINBURGH LIMITED

† 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



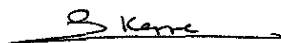
Declared at 24 GREAT KING STREET EDINBURGH EH3 6QN

Day Month Year
on 28 07 2004

• Please print name.

before me^o GEORGE KEPPE

Signed



Date

28/7/04

† 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.

OSWALDS

24 GREAT KING STREET EDINBURGH

EH3 6QN

Tel 0131 557 6966

DX number

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





30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP001

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

THE COTTAGE FAMILY CENTRE

I, ALISTER GILLIES, for OSWALDS OF EDINBURGH LIMITED,
of 24 GREAT KING STREET, EDINBURGH EH3 6QN

a ~~[Solicitor engaged in the formation of the company]~~ [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985][†] do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

[†] 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 2 8 0 7 2 0 0 4

● Please print name

before me * MICHAEL MARWICK

Signed

Date 28/7/04

~~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.

OSWALDS 24 GREAT KING STREET EDINBURGH EH3 6QN

Tel 0131 557 6966

DX number ED 74

DX exchange EDINBURGH



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COMPANIES HOUSE 28/07/04

Form revised June 1998

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**



10

Please complete in typescript,
or in bold black capitals.

CHFP001

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

THE COTTAGE FAMILY CENTRE

Proposed Registered Office

(PO Box numbers only, are not acceptable)

24 GREAT KING STREET

Post town

EDINBURGH

County / Region

Postcode

EH3 6QN

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

OSWALDS

Address

24 GREAT KING STREET

Post town

EDINBURGH

County / Region

Postcode

EH3 6QN

Number of continuation sheets attached

0

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.

OSWALDS 24 GREAT KING STREET EDINBURGH EH3 6QN

Tel 0131 557 6966

DX number ED 74

DX exchange EDINBURGH



For

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

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or 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)

NAME	*Style / Title		*Honours etc	
Forename(s)				
Surname		OSWALDS OF EDINBURGH LIMITED		
Previous forename(s)				
Previous surname(s)				
† 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	Address †	24 GREAT KING STREET		
	Post town	EDINBURGH		
	County / Region		Postcode	EH3 6QN
	Country			

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

Consent signature

SIGNED 

Date 28/7/04

Directors (see notes 1-5)

Please list directors in alphabetical order

(AUTHORISED SIGNATORY OF
OSWALDS OF EDINBURGH LIMITED)

NAME	*Style / Title		*Honours etc	
Forename(s)				
Surname		OSWALDS OF EDINBURGH LIMITED		
Previous forename(s)				
Previous surname(s)				
† 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	Address †	24 GREAT KING STREET		
	Post town	EDINBURGH		
	County / Region		Postcode	EH3 6QN
	Country			

Day Month Year

Date of birth

--	--	--	--	--	--

Nationality

--

Business occupation

COMPANY FORMATION AGENT

Other directorships

NONE

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

Consent signature

SIGNED 

Date 28/7/04

(AUTHORISED SIGNATORY OF
OSWALDS OF EDINBURGH LIMITED)

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title			*Honours etc		
	Forename(s)					
	Surname	JORDANS (SCOTLAND) LIMITED				
	Previous forename(s)					
	Previous surname(s)					
† 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.	Address†	24 GREAT KING STREET				
	Post town	EDINBURGH				
	County / Region		Postcode	EH3 6QN		
	Country					
	Date of birth	Day	Month	Year	Nationality	
	Business occupation	COMPANY FORMATION AGENT				
	Other directorships	NONE				

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

Consent signature

SIGNED.....

Date 28/7/04

(AUTHORISED SIGNATORY OF
JORDANS (SCOTLAND) LIMITED)

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

SIGNED.....

Date 28/7/04

(AUTHORISED SIGNATORY OF
OSWALDS OF EDINBURGH LIMITED)

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

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.

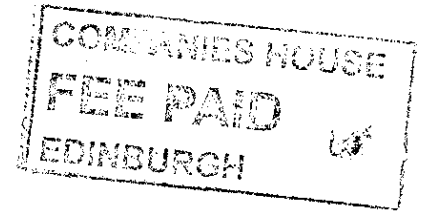
4. Other directorships:

- 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.

THE COMPANIES ACTS 1985 to 1989



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE COTTAGE FAMILY CENTRE

1. The Company's name is "THE COTTAGE FAMILY CENTRE"
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are to promote the welfare and relieve the needs of families with pre-school children in Kirkcaldy and its environs by:

(1) providing a community resource to support such families and exploring new avenues of childcare and family support not already provided by child centres and nurseries; and

(2) seeking to prevent breakdown with the family, in particular between parent and child; and

(3) promoting action for the eradication, directly or indirectly, of poverty.

In furtherance thereof, but not otherwise, the Company shall seek:

(i) (a) To provide space and facilities for parents, to acquire new skills, build up self-esteem and confidence. To enable parents to value their role as educators.

(b) To promote at a basic level healthy eating, provide healthy foods whereby members involved learn the basic principles of health and nutrition.

(c) To establish a creative partnership between the community and professionals to promote the welfare of the area.

(d) To provide information, i.e. State Benefits, Rights, etc and be a place where groups can meet on a regular basis.

(e) To serve as a base for those interested in promoting the development of information and services for families and young children throughout Kirkcaldy. To facilitate the setting up appropriate groups and make space available for other relevant voluntary groups.

OSGC98



(f) To provide opportunities for informal education.

In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

(ii) (a) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.

(b) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.

(c) To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company.

(d) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.

(e) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.

(f) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

(g) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.

(h) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.

(i) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.

(j) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

(k) To make payments towards insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act.

(l) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.

(m) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

(n) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.

(o) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(p) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:-

(a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(b) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(c) The Company shall not sell, mortgage, charge or lease any property which it holds without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by law by any court or body over such Board of Directors but they shall as regards any such property be subject

jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

5. The liability of the members is limited.

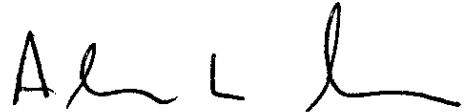
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and addresses of Subscribers

For and on behalf of
Jordans (Scotland) Limited
24 Great King Street
Edinburgh
EH3 6QN



For and on behalf of
Oswalds of Edinburgh Limited
24 Great King Street
Edinburgh
EH3 6QN



Dated this 28 JUL 2004

Witness to the above Signature:-



Alastair Drysdale
24 Great King Street
Edinburgh
EH3 6QN

Company Registration Agent

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE COTTAGE FAMILY CENTRE

PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

(c) Clauses 2 to 35 inclusive, 54, 55, 57, 59, 82, 101, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company.

(d) In clause 1 of Table A the definition of "the holder" shall be omitted.

MEMBERS

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him.

3. Subject to the provisions of any Rules or Bye Laws made pursuant to these Articles a Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETING

4. In clause 38 of Table A:-

(a) In paragraph (b) the words "of the total voting rights at the meeting of all the Members" shall be substituted for "in nominal value of the shares giving that right" and

(b) The words "The notice shall be given to all the Members and to the Directors and Auditors" shall be substituted for the last sentence.

(c) The following shall be added after the words "shall specify the meeting as such":- "Provided that the notice shall contain particulars of any Directors who are to retire by rotation or otherwise at the meeting and of any persons who are to be proposed for appointment or re-appointment as Directors at the meeting."

PROCEEDINGS AT GENERAL MEETINGS

5. (a) If a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

(b) Clause 41 of Table A shall not apply to the Company.

6. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from clause 44 of Table A.

7. In clause 45 of Table A the second and third sentences shall be omitted and the following words substituted therefor:-

"When a meeting is adjourned for twenty-one days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting. The provisions of clause 38 of Table A (as amended by these Articles) with respect to the notice to be given of the business to be conducted at a meeting shall apply to such notice of an adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting".

8. Paragraph (d) of clause 46 of Table A shall be omitted.

VOTES OF MEMBERS

9. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

APPOINTMENT OF DIRECTORS

10. (a) 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 three.

(b) Clause 64 of Table A shall not apply to the Company.

11. Clauses 65 to 69 inclusive of Table A (alternate Directors) shall not apply to the Company. The clauses of Table A which apply to the Company shall be construed as if reference to alternate Directors were omitted therefrom.

12. Clause 73 of Table A shall be amended by the addition thereto of the following:-

"Provided however that in the event of default in holding the first or any subsequent annual general meeting the Directors who were due to retire from office at such meeting shall continue in office until such meeting is duly held, when the provisions of these Articles with respect to retirement shall take effect as if such meeting had taken place timeously".

13. (a) The words "stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors" shall be omitted from clause 76 of Table A.

(b) The second sentence of clause 77 of Table A shall be omitted.

DIRECTORS' REMUNERATION AND EXPENSES, GRATUITIES AND PENSIONS

14. (a) The Directors may receive remuneration for services undertaken in the administration of the Company, provided always that:-

(i) Such remuneration is authorised by the Directors;

(ii) Such remuneration is within the limits imposed by Article 22(b)(i) below;

(iii) At all times there must be a majority of Directors who act without remuneration;

(iv) Any Director whose actual or proposed remuneration is to be discussed withdraws from the meeting of the Directors whilst that discussion and any decision thereon takes place.

(b) The words "of any class of shares or" shall be omitted from clause 83 of Table A.

(c) The words "or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary" shall be omitted from clause 87 of Table A.

PROCEEDINGS OF DIRECTORS

15. (a) A Director may vote at any meeting of the Directors or of any Committee of the Directors on any resolution notwithstanding that it 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 such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting, PROVIDED THAT a Director shall not vote on either his conditions of service, or on the remuneration attaching thereto.

(b) Clauses 94 to 97 (inclusive) of Table A shall not apply to the Company.

MINUTES

16. The words "of the holders of any class of shares in the Company" shall be omitted from clause 100 of Table A.

NOTICES

17. The second sentence of clause 112 of Table A shall be omitted.

18. The words "or of the holders of any class of shares in the Company" shall be omitted from clause 113 of Table A.

THE SEAL

19. If the Company has a seal the Directors shall provide for its safe custody and it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. Clause 101 in Table A shall not apply to the Company.

INDEMNITY

20. (a) Every Director or other officer 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 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, or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no 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 execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 of Table A shall not apply to the Company.

RULES OR BYE LAWS

21. The Directors may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Laws regulate:-

(i) The admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.

(ii) The conduct of Members of the Company in relation to one another, and to the Company's servants.

(iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at General Meetings and meetings of the Directors and Committees of the Company in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

COMPANY NOT FORMED FOR PROFIT

22. (a) Clauses 4 and 7 of the Memorandum of Association relating to the income and property of the Company and to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

(b) Nothing herein shall prevent any payment in good faith by the Company;-

(i) Of reasonable and proper remuneration to any member, officer or employee of the Company (including any Director) for any services rendered to the Company, provided always that, in the case of a Director, such remuneration is in accordance with Article 14(a) above and is not for services solely rendered to the Company in the capacity of Director;

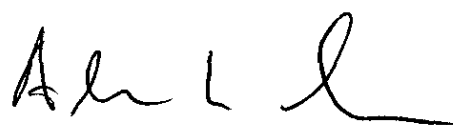
(ii) Of reasonable and proper consideration for the purchase by the Company of any property, asset or interest therein from any member, Director or employee of the Company;

(iii) Of interest on money lent by any member, Director or employee of the Company at a reasonable and proper rate per annum;

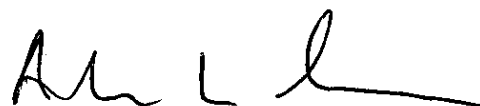
(iv) Of reasonable and proper rent or other periodic payment for property let or occupied by the Company to any member, Director or employee of the Company, or

(v) To any Director of reasonable out-of-pocket expenses.

Names and addresses of Subscribers



For and on behalf of
Jordans (Scotland) Limited
24 Great King Street
Edinburgh
EH3 6QN



For and on behalf of
Oswalds of Edinburgh Limited
24 Great King Street
Edinburgh
EH3 6QN

Dated this 28 JUL 2004

Witness to the above Signature:-



Alastair Drysdale
24 Great King Street
Edinburgh
EH3 6QN

Company Registration Agent