

FILE COPY



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

Company No. 309942

The Registrar of Companies for Scotland hereby certifies that

BURNSIDE 110 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 10th October 2006



NSC309942I



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



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals

CHWP000

Declaration on application for registration

309942

Company Name in full

BURNSIDE 110 LIMITED

I, Julie Irene MacDonald Terrey

of 35 Duthie Road, Gourrock

† 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

Julie Irene MacDonald Terrey

Declared at

KILMACOLM

Day Month Year

On

09 10 2006

① Please print name

before me ①

Cassandra Auld

Signed

Cassandra Auld

Date

9/10/06

† 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

Kingsley Wood & Co., Solicitors, Burnside
Chambers, Kilmacolm,

PA13 4ET

Tel 01505-874114

DX number

DX exchange

TUESDAY



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10/10/2006

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COMPANIES HOUSE

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



Companies House

for the record

Please complete in typescript,
or in bold black capitals

CHWP000

Notes on completion appear on final page

1000 GB

10

First directors and secretary and intended situation of
registered office

Company Name in full

BURNSIDE 110 LIMITED

Proposed Registered Office

Burnside Chambers

(PO Box numbers only, are not acceptable)

Post town

Kilmacolm

County / Region

Inverclyde

Postcode

PA13 4ET

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

Kingsley Wood & Co., Solicitors,

Address

Burnside Chambers,

Post town

Kilmacolm,

County / Region

Postcode

PA13 4ET

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

Kingsley Wood & Co., Solicitors, Burnside
Chambers, Kilmacolm

PA13 4ET

Tel 01505 874114

DX number

DX exchange



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COMPANIES HOUSE

SCT 04/10/2006

COMPANIES HOUSE

04/10/2006

When you have completed and signed the form please send it to the
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for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

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Company Secretary (see notes 1 5)

Company name **BURNSIDE 110 LIMITED**

NAME *Style / Title **Mr** *Honours etc

* Voluntary details

Forename(s) **Kingsley William Alexander**

Surname **Wood**

Previous forename(s)

Previous surname(s)

Address

4 West Glen Gardens

Usual residential address

For a corporation give the registered or principal office address

Post town **Kilmacolm**

County / Region **Inverclyde**

Postcode **PA13 4PX**

Country **Scotland**

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

Consent signature

Date **22/9/06**

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title **Mr** *Honours etc

Forename(s) **Andrew**

Surname **Harwood**

Previous forename(s)

Previous surname(s)

Address

3 Rosebank Terrace

Usual residential address

For a corporation give the registered or principal office address

Post town **Kilmacolm**

County / Region **Inverclyde**

Postcode **PA13 4EW**

Country **Scotland**

Day Month Year

Date of birth

1 1 0 1 1 9 8 3

Nationality **British**

Business occupation

Technician

Other directorships

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

Consent signature

A. Harwood

Date **02/10/06**

X

Directors

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

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
BURNSIDE 110 LIMITED

2006

KINGSLEY WOOD & CO ,
Solicitors,
Burnside Chambers,
Kilmacolm,
PA13 4ET

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION
OF
BURNSIDE 110 LIMITED

- 1 The name of the company is Burnside 110 Limited
- 2 The registered office of the company is to be situated in Scotland.
- 3 The objects for which the company is established are
 - (A) To carry on business in Scotland and elsewhere as a general commercial company
 - (B) To act as consultants, agents, managers or administrators in carrying out on any trade, business or profession and to employ experts to examine and advise on any aspect of the administration, management or organization of any trade, business or profession
 - (C) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other company.
 - (D) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the company, either together or in portions for such consideration and on such terms as may be considered expedient
 - (E) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company
 - (F) To invest and deal with the monies of the company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities
 - (G) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.
 - (H) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient and to receive money on deposit or loan

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- (I) To borrow or raise money on such terms and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the company both present and future, including its uncalled capital.
- (J) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the company both present and future, including its uncalled capital, or by all or any of such methods, and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) of any company which is for the time being the company's holding company or subsidiary or another subsidiary of any such holding company
- (K) To pay for any property, assets or rights acquired by the company, and to discharge or satisfy any debt, obligation or liability of the company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient
- (L) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the company, or in discharge or satisfaction of any debt, obligation or liability to the company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient
- (M) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the company or for any other purpose which may be considered expedient
- (N) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient
- (O) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know how and inventions and any interest in them

- (P) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments
- (Q) To establish and maintain or procure the establishment and maintenance of, any pension superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary or holding company of the company or which is a subsidiary of any such holding company or is allied to or associated with the company, or any such subsidiary or of any of the predecessors of the company or any such other company as aforesaid, or who may be or have been Directors or officers of the company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of, the company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.
- (R) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the company by, or by trustees for, or otherwise for the benefit of, employees of the company or of its subsidiary or associated companies
- (S) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the company or any company which is for the time being the company's holding company or subsidiary or another subsidiary of any such holding company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise
- (T) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking of which may be considered expedient, and either gratuitously or otherwise
- (U) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient

- (V) 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, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law
- (W) To remunerate any person or company rendering service to the company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company and of any other company formed, promoted, financed or assisted by the company, or which the company shall consider to be in the nature of preliminary expenses in relation to the company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.
- (X) To carry on any business which, in the opinion of the directors of the company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the company
- (Y) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

It is declared that:

- (1) the expressions 'subsidiary' and 'holding company' where they appear in this clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985;
- (2) where the context so admits, the word 'company' in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985, and
- (3) that the objects specified in each of the sub clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in them) by reference to or inference from the terms of any other sub clause or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company
- (4) The liability of members is limited

- (5) The share capital of the company is £1,000 divided into 1,000 Shares of £1 00 each

I, the subscriber to this memorandum of association wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite our respective names

<i>Name(s) and Address(es) of Subscriber(s)</i>	<i>Number of Shares taken by each Subscriber</i>	<i>Class of Share</i>
Andrew Harwod, 3 Rosebank Terrace, Kilmacolm, PA13 4EW	1	Ordinary
Total Shares taken	1	

 DATED 2nd October 2006


Andrew Harwood

WITNESS to the above signature[s]

Signature 

Full Name Joan Graham

Address 36 Hazel Street

Address Glasgow

Address PA16 9HZ

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BURNSIDE 110 LIMITED

2006

KINGSLEY WOOD & CO ,
Solicitors,
Burnside Chambers,
Kilmacolm,
PA13 4ET

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BURNSIDE 110 LIMITED

1 *Preliminary and interpretation*

1.1 The regulations contained in Table A ('Table A') in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles shall apply to the company save insofar as they are excluded or varied by these Articles.

1.2 In these regulations and in the regulations of Table A that apply to the company

'the Act' means the Companies Act 1985 including any statutory modification or re enactment of it for the time being in force

'the Articles' means the Articles for the time being of the company

'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

'executed' includes any mode of execution

'office' means the registered office for the time being of the company

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

'the seal' means the common seal of the company

'secretary' means 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

'the United Kingdom' means Great Britain and Northern Ireland

- 1 3 Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the company bear the same meaning as in the Act but excluding any statutory modification of it not in force when these regulations become binding on the company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations
- 1 4 The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the Articles Regulation 1 of Table A shall not apply

2. *Private company*

The company is a private company within the meaning of Section 1 of the Act and accordingly no shares in or debentures of the company shall be offered to the public (whether for cash or otherwise) and the company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

3. *Share capital*

- 3.1 The share capital of the Company is £1,000 divided into 1,000 Shares of £1 00 each
- 3 2 Regulation 3 of Table A shall not apply to the company. Subject to the provisions of the Act and without prejudice to sub article 3 3.
- 3 2 1 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the company or the holder of such shares on such terms and in such manner as may be provided by the Articles or as the company may by resolution determine,
- 3 2 2 the company may purchase any of its shares (including any redeemable shares), and
- 3.2 3 the company may make a payment in respect of the redemption or purchase of any of its shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares
- 3 3 The authorised share capital with which the company is incorporated shall be under the control of the directors, who are generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the company, provided that the authority contained in this article insofar as it relates to relevant securities (as defined as aforesaid) shall,

unless revoked or varied in accordance with section 80 or section 80A of the Act expire five years from the date of incorporation of the company but without prejudice to any offer or agreement made before that date which would or might require the exercise by the directors after that date of their powers in pursuance of this authority.

In exercising their authority under this sub article the directors shall not be required to have regard to sections 89(1) and 90(1) to (6)(inclusive) of the Act which sections shall be excluded from applying to the company

4. *Lien*

The company shall have a first and paramount lien on every share (whether or not it is a fully paid 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 (whether fully paid or not) standing registered in the name of any person for all moneys presently payable by him or his estate to the company, whether he shall be the sole registered holder of it or shall be one of several joint holders, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The company's lien, if any, on a share shall extend to all dividends payable on it. Regulation 8 of Table A shall not apply

5 *Transfer of shares*

The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share or shares whether or not it or they are fully paid shares, and the first sentence of Regulation 24 of Table A shall not apply to the company

6 *Variation of rights*

If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

7 *Notice of general meetings*

An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed

- (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote at it; and
- (b) in the case of any other Meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety five per cent in nominal value of the shares giving that right

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and Auditors

Regulation 38 of Table A shall not apply.

8. *Number of directors*

The minimum number of directors shall be one and there shall be no maximum number Regulation 64 of Table A shall not apply

9 *Alternate directors*

9.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him Save as otherwise provided in these Articles, unless he is already an officer of the company in his own right, an alternate director shall not, as such, have any rights other than those mentioned in sub article 9 2.

9.2 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, and to attend, speak and vote at any such meeting at which the director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom A director present at such meeting and appointed alternate director for any other directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting An alternate director shall not be entitled to receive any remuneration from the company for his services as an alternate director.

9 3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but, if a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

- 9 4 Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors
- 9 5 Without prejudice to sub article 9 2 and save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes 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
- 9 6 Regulations 65 to 69 (inclusive) shall not apply and Regulation 88 shall be modified accordingly.

10. *Powers of directors*

- 10 1 The Directors may sanction the exercise by the company of all the powers of the company to make provision for the benefit of persons (including directors) employed or formerly employed by the company or any subsidiary of the company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or any such subsidiary as are conferred by section 719 of the Act and the IA 1986, s 187 and, subject to such sanction, the directors may exercise all such powers of the company
- 10 2 When one director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the company as are conferred on the directors by the Articles

11 *Appointment and retirement of directors*

- 11 1 The directors of the company shall not retire by rotation and Regulations 73 to 77 (inclusive) of Table A shall not apply and Regulation 78 shall be modified accordingly.
- 11 2 The directors shall have power at any time and from time to time to appoint any other person to be a director of the company either to fill a casual vacancy or as an addition to the Board Subject to sub article 12 1 a director may be appointed under this article to hold office for life or any other period or upon such terms in respect of his retirement as the directors shall at the time of his appointment determine Regulation 79 of Table A shall not apply

12 *Disqualification and removal of directors*

- 12 1 The office of Director shall be vacated if
 - (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or

- (c) he is or may be, in the opinion of the other directors a person who is, or may be, suffering from mental disorder and either:
 - (i) 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
 - (ii) 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;
- (d) he resigns his office by notice to the company, or
- (e) he is removed from office under section 303 of the Act, or by Extraordinary Resolution of the company, or
- (f) he is served with written notice under the hand of a director or the secretary of any company which is for the time being the company's holding company that the Board of Directors of such company has resolved that his appointment be terminated,

and Regulation 81 of Table A shall not apply

12.2 No person shall be disqualified from being or becoming a director of the company by reason of his attaining or having attained the age of 70 years or any other age

13. *Directors' interests*

Provided that a director declares his interest in a contract or arrangement or proposed contract or arrangement with the company in manner provided by Section 317 of the Act he shall be counted in the quorum of any meeting of directors at which it is considered and shall be entitled to vote as a director in respect of it. Regulation 94 of Table A shall not apply.

14. *Directors' gratuities and pensions*

The directors shall have power to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any director or former director of the company or any subsidiary or holding company of the company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such director ceases to hold office or employment). A director may vote at a meeting of directors in respect of any matter referred to in this article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply

15 *Proceedings of directors*

- 15 1 The quorum for the transaction of the business of the directors shall be two, except when one director only is in office, when it shall be one. A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply.
- 15 2 A resolution in writing signed by all the directors (including a sole director) entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 of Table A shall not apply.
- 15 3 Any director for the time being absent from the United Kingdom may supply to the company an address and/or telex or facsimile transmission number whether or not within the United Kingdom to which notices of meetings of the directors may be sent and shall then be entitled to receive at such address or number notice of such meetings. Regulation 88 of Table A shall be modified accordingly.
- 15 4 A meeting of the directors may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that
- 15 4 1 a quorum of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio visual link or other form of telecommunication, and
 - 15 4 2 a quorum of the directors entitled to attend a meeting of the directors agree to the holding of the meeting in this manner

16 *Dividends*

- 16 1 The directors may retain the dividends payable upon shares in respect of which any person is entitled to become a member under the provisions as to the transmission of shares contained in these Articles, or which any person under those provisions is entitled to transfer, until that person shall become a member in respect of these shares or shall duly transfer them, in this case subject to Article 5. Regulation 31 of Table A shall be modified accordingly.
- 16 2 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect of it. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the company. Regulation 108 of Table A shall not apply.

17 *Borrowing powers*

The directors may exercise all the powers of the company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part of it, and, subject to the provisions of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party (including any member)

18 *Notices*

18.1 Any notice given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing. Any notice given by or on behalf of any person to the company may be given by leaving it at or by sending it by post to the office or such other place as the directors may appoint. Regulation 111 of Table A shall not apply.

18.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. Regulation 115 of Table A shall not apply.

19 *Indemnity*

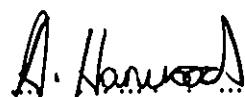
Without prejudice to the provisions of Regulation 118 of Table A the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees or auditors of the company, or of any other company which is its holding company or parent undertaking or in which the company or such holding company or parent undertaking or any of the predecessors of the company or of such holding company or parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the company, or any subsidiary undertaking of the company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the company or any such other company, subsidiary undertaking or pension fund.

For the purposes of this regulation 'holding company', 'parent undertaking' and 'subsidiary undertaking' shall have the same meaning as in the Act.

*Name(s) and Address(es) of
Subscriber(s)*

Andrew Harwood,
3 Rosebank Terrace,
Kilmacolm,
PA13 4EW

DATED 2nd October, 2006

 ...
Andrew Harwood

WITNESS to the above signature[s]

Signature 

Full Name John C.

Address 36 W.

Address

Address PA13 4EW