FILE COPY

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

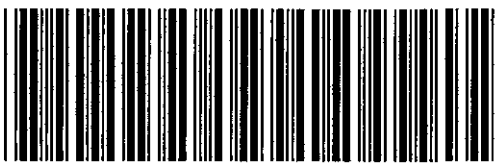
Company No. 328638

The Registrar of Companies for Scotland hereby certifies that

MACNEWCO TWO HUNDRED AND THIRTY 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 1st August 2007



NSC328638L

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

COMPANIES HOUSE

Companies House
— for the record —

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals

CHWP000

SC328638

Company Name in full MACNEWCO TWO HUNDRED AND THIRTY LIMITED

I, Joyce Helen White

of 171 Queen Victoria Drive, Glasgow G14 9BP

† 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 Joyce H. White

Declared at Glasgow

Day Month Year

On 31 07 2007

❶ Please print name

before me ❶ Alan Crawford Meek

Signed Alan Crawford Meek **Date** 31/7/07

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

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

Macdonalds, Solicitors
St Stephen's House, 279 Bath Street,
Glasgow G2 4J Tel 0141 303 7100
DX number 142 DX exchange Glasgow

WEDNESDAY

SC2NQRQ0
SCT 01/08/2007 347
COMPANIES HOUSE

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
or LP 4 Edinburgh 2

1000
1 IM

Companies House
— for the record —

10

First directors and secretary and intended situation of registered office

Please complete in typescript, or in bold black capitals.

CHWP000

Notes on completion appear on final page

Company Name in full MACNEWCO TWO HUNDRED AND THIRTY LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

St Stephen's House
279 Bath Street
Post town Glasgow
County / Region
Postcode G2 4JL

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 Macdonalds, Solicitors
Address St Stephen's House
279 Bath Street
Post town Glasgow
County / Region
Postcode G2 4JL

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

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for companies registered in Scotland DX 235 Edinburgh
or LP 4 Edinburgh 2

V08/02

Company Secretary (see notes 1 5)

Company name: Macdonalds, Solicitors

NAME *Style / Title: | *Honours etc:

* Voluntary details

Forename(s):

Surname:

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 ††: St Stephen's House

279 Bath Street

Post town: Glasgow

County / Region: | Postcode: G2 4JL

Country: United Kingdom

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

Consent signature: Macdonalds **Date**: 31/7/07

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title: | *Honours etc:

Forename(s): Joyce Helen

Surname: White

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 ††: 171 Queen Victoria Drive

Post town: Glasgow

County / Region: | Postcode: G14 9BP

Country: United Kingdom

Date of birth: Day 29 Month 06 Year 1959 **Nationality**: British

Business occupation: Solicitor

Other directorships:

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

Consent signature: Joyce H White **Date**: 31/7/07

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

Date of birth Day Month Year | **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 or the subscribers (i.e those who signed as members on the memorandum of association).

Signed	Joyce H. White	**Date**	31/7/07
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	

Notes

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

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

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

for a married woman, the name by which she was known before marriage need not be given,

names not used since the age of 18 or for at least 20 years need not be given

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

Address

Give the usual residential address

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

Subscribers

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

2 Directors known by another description

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

3 Directors details

Show for each individual director the director's date of birth, business occupation and nationality
The date of birth must be given for every individual director.

4 Other directorships

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

dormant,

a parent company which wholly owned the company making the return,

a wholly owned subsidiary of the company making the return, or

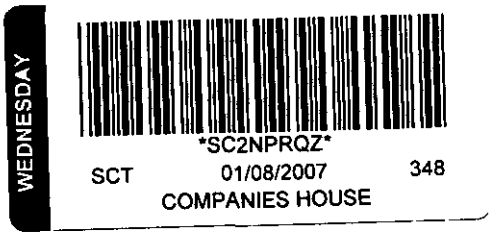
another wholly owned subsidiary of the same parent company

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

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

COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION



of

MACNEWCO TWO HUNDRED AND THIRTY LIMITED

(1) The name of the Company is MACNEWCO TWO HUNDRED AND THIRTY LIMITED

(2) The registered office of the Company will be situated in Scotland

(3) The objects for which the Company is established are·

(a) To carry on business as a general commercial company and to carry on any particular activity, trade, business and/or profession for profit in the United Kingdom or elsewhere.

(b) To purchase, or otherwise acquire and hold, letters patent, copyrights and designs, and equivalent protection in other jurisdictions, and licences, rights and privileges thereunder on any terms and in any part of the world; to apply for and register, in any part of the world, letters patent, copyrights, and designs and equivalent protection in other jurisdictions, to exercise, use, sell or otherwise deal with or turn to account in any part of the world inventions, letters patent, copyrights and designs and equivalent protection in other jurisdictions, and licences, rights and privileges thereunder, to manufacture and trade and deal, in any part of the world, in all machinery, plant, articles and things and to work processes protected under or connected with any inventions, letters patent, copyrights and designs and equivalent protection in any jurisdiction

(c) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know how or expertise

(d) To subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal in, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof.

(e) To draw, make, accept, endorse, discount, negotiate, execute, and

issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments or securities

(f) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or nonexclusive rights of any kind and to develop the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work

(g) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purpose of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation

(h) To amalgamate or enter into partnership or any joint venture or profit sharing arrangement or other association with any company, firm or person

(i) To purchase, or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purpose of the Company.

(j) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company

(k) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be though fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

(l) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be though fit and with or without security

(m) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with

the Company in business

(n) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

(o) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be though fit, and in particular for shares or other securities, whether fully or partly paid up

(p) To procure the registration or incorporation of the Company in any part of the world

(q) To subscribe or guarantee money for any national , charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members

(r) To establish and maintain, and to contribute to, any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any present or former employees or officers of the Company or of its subsidiaries or holding company or of other subsidiaries of its holding company or of any other company associated with the Company, and the wives, widows, families and dependants of any such persons, to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

(s) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiaries or holding company or other subsidiaries of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company

(t) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

(u) To undertake all or any of the foregoing in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiaries or otherwise, and either alone or in conjunction with others

(v) To do all such other things as may be considered to be incidental or conductive to any of the above objects

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any such paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same or occur or the name of the Company

(4) The liability of the members is limited

(5) The share capital of the Company is £1000 divided into 1000 Ordinary Shares of £1 each

We the several persons whose names and addresses are subscribed, wish to be formed into a company, in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
Joyce Helen White 171 Queen Victoria Drive Glasgow G14 9BP Joyce H. White.	1

Dated 31 July 2007

Witness to the above signature:

Alan Crawford Meek
Solicitor
St Stephen's House
279 Bath Street
GLASGOW G2 4JL

A. Crawford Meek

ARTICLES OF ASSOCIATION

of

MACNEWCO TWO HUNDRED AND THIRTY LIMITED

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THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MACNEWCO TWO HUNDRED AND THIRTY LIMITED

GENERAL

1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) (hereinafter referred to as "Table A") shall apply to and shall be the regulations of the Company save insofar as they are excluded or varied hereby or are inconsistent herewith and Regulation 1 of Table A, as it applies to and is a regulation of the Company shall apply for the purpose of the interpretation of these presents

2 The Regulations numbered 5, 40, 41, 50, 54, 73 to 77 inclusive, 80, 82, 83, 87, 93, and 102 of Table A shall not apply to the Company and the following Regulations shall be modified·

Regulation 3 so that the words "provided by the articles" shall be held to be delete and there shall be inserted in lieu thereof the words "specified in the articles or as the company before the allotment of the share may by special resolution determine".

Regulation 6 so that the words "shall be sealed with the seal and" shall be held to be delete and there shall be inserted in lieu thereof the words "bear autographic signature of at least two directors or one director and the secretary"

Regulation 10 so that the words "Neither the purchaser nor, if a different person, the transferee shall be bound to see to the application of the purchase money and "shall be inserted immediately before the words "The title"

Regulation 11 so that the words "thereof as determined by the Directors" be inserted after the word "costs"

Regulation 15 so that the words "in whole or in part" shall be inserted after the words "remains unpaid"

Regulation 18 so that there shall be added to the end of the first sentence thereof the words "and all expenses they may have been incurred by the Company by reason of such non payment"

Regulation 24 so that the first sentence thereof and the words "They

may also" shall be held to be delete and there are inserted in lieu thereof the words "The Directors may".

Regulation 37 so that the words "or any member" shall be held to be delete

Regulation 59 so that the second sentence thereof shall be held to be delete

Regulation 64 so that the words in parenthesis shall be held to be delete and so that the word "one" shall be substituted for the word "two"

Regulation 65 so that the words "approved by resolution of the directors and "shall be held to be delete

Regulation 78 so that the words "Subject as aforesaid" and the words from and including the word "and" to the end of the Regulation shall be held to be delete, and that the word "special" shall be substituted for the word "ordinary".

Regulation 79 so that the second and third sentences thereof shall be held to be delete

Regulation 84 so that the last sentence thereof shall be held to be delete

Regulation 85 so that there shall be added at the end thereof the following additional sub paragraph

"(d) may vote on, and be counted in the quorum present at a meeting in relation to, a resolution relating to or touching upon any such transaction, arrangement or body corporate"

Regulation 88 so that the fifth sentence thereof shall be held to be delete

Regulation 96 so that the word "special" shall be substituted for the word "ordinary"

SHARE CAPITAL

3. The Share Capital at the date of adoption of these Articles is £1000 divided into 1000 Ordinary Shares of £l each

PRIVATE COMPANY

4 The Company is hereby declared to be a private Company and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company

5. The Company shall not have power to issue share warrants to bearer.

SHARES

6 Unless otherwise determined by Special Resolution of the Company all or any unissued share shall before issue be offered to the members holding Ordinary shares in proportion as nearly as circumstances admit to their existing holding of such shares Any such offer shall be made by notice in writing specifying the number of shares comprised in the offer and specifying a date (being not less than fourteen days after the date of the offer) after which the offer, if not by then accepted, will be deemed to have been refused The offer shall indicate that a member may accept in respect of a lesser number of shares then those comprised in the offer and shall also include notification to the effect that a member to whom the offer is made who desires an allotment of shares in excess of the number of shares comprised in the offer should within twenty one days from the date of the offer state how many excess shares he desires to have. If one or more of the members to whom the offer is made do not accept the offer in respect of all the shares offered to them, the shares in respect of which no acceptance is received (the "excess shares") shall be applied in satisfying any request or requests for excess shares In the event of the excess shares being insufficient in number to satisfy all the requests received for excess shares such request or requests for excess shares shall be satisfied to an extent in proportion as nearly as circumstances admit to the then existing holding of Ordinary Shares of the members making such request If any shares are not taken up by the existing members in accordance with the provisions of this Article then the Directors may dispose of such shares to such persons and on such terms and conditions as they deem desirable and without prejudice to the foregoing generality they may allot such shares in payment of property sold or transferred or for services rendered to the Company or for such other consideration as the Directors may think fit and the shares so allotted may be issued as, and shall be deemed to be, partly paid up or fully paid up shares. The provisions of Section 89(1) and 90(1) to (6) of the Companies Act 1985 (as the same may be modified or re enacted) ("the Act") are hereby expressly excluded

7. Subject to the provisions of Article 6 hereof, for the purposes of Section 80 of the Act (as such Section may be modified or re-enacted) the Directors are generally and unconditionally authorised at any time and from time to time during the period of five years commencing on the date of adoption of these Articles to exercise all powers of the Company to allot Relevant Securities (within the meaning of the said Section 80), the Directors shall not be authorised to make any offer or allotment of shares in the Company or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right would or might result in the aggregate of the shares or stock in issue exceeding in nominal value, the amount of the authorised share capital of the Company for the time being, and such limitation shall determine the maximum amount of Relevant Securities which at any time remain to be allotted by the Directors hereunder

TRUSTS

8 The Company shall be entitled, but shall not be bound, to accept and, in the event of acceptance, shall be entitled to record in such manner as it may think fit, notices of any trusts in respect of any shares of the company Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust whether expressed, implied, or constructive, in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purposes of this provision "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the holder thereof or such other rights in case of transmission thereof as are hereinafter mentioned.

TRANSFER OF SHARES

9. (a) No person shall transfer any share save in accordance with the succeeding provisions of this Article

(b) Before transferring any shares the person proposing to transfer the same (hereinafter called "the proposing transferor") shall give a notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same The transfer notice shall constitute the Company his agent for the sale of the shares therein mentioned (together with all rights then attached thereto) at the prescribed price to any member or members of the Company found by the Directors pursuant to the provisions of this Article and shall not be revocable except with the consent of the Directors or except where a proposing transferor having had notification of any such prescribed price determined by the auditors as hereinafter provided, shall, within one week of receipt of such notification, have given written notice to the Directors that he is dissatisfied with that prescribed price and wishes to revoke his transfer notice

(c) If, not more than one month before the date on which the transfer notice was given, the proposing transferor shall have agreed with the Directors a price per share as representing the fair value thereof (such price being hereinafter referred to as "the agreed price") then any such agreed price shall be the prescribed price. Otherwise upon the giving of the transfer notice the Directors shall request the Auditors for the time being of the Company to determine and certify the sum per share considered by them to be the fair value thereof as at the said date as between a willing vendor and a willing purchaser, and the sum per share so determined and certified shall be the prescribed price. The Auditors shall act hereunder as experts and not as arbiters and their determination shall be final and binding on all concerned The costs and expenses of any valuation shall be borne by the Company unless a proposing transferor shall have revoked his transfer notice under paragraph (b) of this Article in which event the costs and expenses shall be borne by that proposing

transferor

(d) If the prescribed price was settled as aforesaid prior to the said date, the prescribed period shall commence on such date and expire three months thereafter If the prescribed period was not so agreed, the prescribed period shall commence on such date and expire three months after the date, being one week after the date on which the prescribed price determined by the Auditors shall have been notified by the Directors to the proposing transferor, pending which the Directors shall defer the making of the offer hereinafter mentioned.

(e) If the Directors shall within the prescribed period find a member or members (hereinafter called "purchasing members") to purchase the shares concerned, or any of them and shall give notice in writing to that effect to the proposing transferor, he shall be bound, upon payment of the prescribed price, to transfer such shares to the respective purchasing members Every notice shall state the name and address of the purchasing member and the number of shares agreed to be purchased by him and the purchase shall be completed at a place and time to be appointed by the Directors not being less than three days nor more than ten days after the date of such notice

(f) The Directors shall, with a view to finding purchasing members, offer at the prescribed price, any shares comprised in a transfer notice to the members as nearly as may be in proportion to the shares held by them respectively, and the offer if not accepted, will be deemed to have been declined The offer shall indicate that a member may accept in respect of a lesser number of shares then those comprised in the offer and shall include notification to the effect that a member to whom the offer is made who desires a transfer of shares in addition to the number of shares comprised in said offer to him, should in his reply to the offer or within such other time as the Directors may unanimously determined state how many additional shares he desires to have If any member to whom an offer is made as aforesaid does not accept the offer in respect of all the shares offered to him, the shares in respect of which no acceptance is received (the "excess shares") shall be used in satisfying any request or requests for additional shares received from the other members of the Company as aforesaid. In the event of the excess shares being insufficient in number to satisfy all the requests received for additional shares as aforementioned the said requests for additional shares shall be satisfied to an extent in proportion as nearly as circumstances admit to the then existing holdings of shares in the capital of the Company of the members making such requests if more than one

(g) If a proposing transferor shall fail to transfer any shares to a purchasing member hereunder, the Directors may authorise some person to execute and deliver on his behalf the necessary transfer and the Company may receive the purchase money in trust for the proposing transferor and cause the purchasing member to be registered as the holder of such shares on receipt of the prescribed price

The receipt of the Company for the purchase money shall be a good discharge to the purchasing member (who shall not be bound to see to the application thereof) and after the purchasing member has been registered in purported exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person

(h) If at the end of any relevant prescribed period the Directors shall not have found purchasing members for all or any of the shares comprised in a transfer notice they shall notify the proposing transferor accordingly in which event the proposing transferor may (subject to the right of the Directors to refuse to register any transfer under Article 10 hereof), at any time within four months of the receipt of such notification, transfer all or any of such shares for which purchasing members have not been found, to any person or persons on a bona fide sale at a price per share not less than the prescribed price at which the Directors sought purchasers for such shares

(i) If any member shall die, then the member's personal representatives shall be deemed to have given a transfer notice in respect of all shares held by such member immediately prior to his or her death and the whole provisions of this Article shall apply in respect of such transfer notice save that (i) the personal representatives shall not be entitled to give notice of revocation of the transfer notice pursuant to paragraph (b) of this Article; and (ii) if at the end of the relevant prescribed period the Directors shall not have found purchasing members for all or any of the shares comprised in the transfer notice, the personal representatives may at any time within four months of receipt of such notification either transfer all or any such shares to a third party on a bona fide sale, pursuant to paragraph (h) of this Article or transfer all or any such shares for which purchasing members have not been found to the spouse or to any of the issue of the deceased or to a trust under which there are no beneficiaries other than such spouse or issue, in which event no purchase consideration shall be payable by the transferee or transferees

10 The Directors may in their absolute discretion and without assigning any reason therefor decline to register

(i) any transfer of any share which is not a fully paid share, and

(ii) any transfer of a fully paid up share other than a transfer pursuant to Article 9 hereof, with the exception of Article 9 (h)

11 In the event of the Directors exercising any power competent to them under the Regulations contained in Table A to sell or transfer any shares in the Company over which the Company may have a lien or which may have been forfeited or otherwise then such shares shall be classified as shares comprised in a transfer notice as defined in Article 9 hereof and the terms and conditions of that Article shall mutatis mutandis govern the sale and transfer of such shares

except that the prescribed price shall be as determined and certified by the Auditors

12. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information which they consider necessary for the purpose of determining the beneficial ownership of the shares (or any of them) in respect of which such person is registered, together with such evidence as the Directors in their sole discretion require, and if such requirements are not complied with within fourteen days of a written request therefor being made by the Directors (a) all shares in respect of which such person is registered as aforesaid shall ipso facto be disenfranchised (and shall remain so for so long as the Directors may determine or, if earlier, until such date as the Directors have been furnished with all information and evidence required by them for the purposes of this Article), and (b) the Directors may for such period as is referred to in sub paragraph (a) hereof, withhold any dividends or other payments otherwise due or becoming due in respect of such shares

MEETINGS

13. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be two persons personally present and holding or representing by proxy at least one half of the capital of the Company whose holders are entitled to be present and vote If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place but in the event of adjournment of a General Meeting on two consecutive occasions on account of there not being a quorum in accordance with the foregoing provisions written notice thereof shall be given forthwith to all of the members by or on behalf of the Directors and at the next adjournment thereafter a quorum shall be two persons personally present and holding or representing by proxy at least one quarter of the capital of the Company whose holders are entitled to be present and vote.

VOTES OF MEMBERS

14 Subject to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of share, on a show of hands every member who is present in person shall have one vote and on a poll every member present in person or by proxy shall (subject to Regulation 57 of Table A) have one vote in respect of each £1 in nominal amount of share capital of which he is the holder

DIRECTORS

15. Unless otherwise determined by Special Resolution of the Company in General Meeting, the number of Directors shall be not less than one

16 The quorum necessary for the transaction of business at a meeting of the

Directors shall be not less than two Directors In the event that there is only one director holding office then that sole director may act to transact any business of the Company and the foregoing quorum requirement shall not apply

17. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the members of the Company

18 Each of the Directors shall receive such fee, if any, as a Director of the Company shall from time to time determine in General Meeting.

19. All the Directors shall be repaid all travel, hotel and other expenses properly incurred by them in attending Board Meetings, or otherwise in connection with the business of the Company.

20 Without restricting the generality of the powers conferred on the Directors, the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of the Company and to the wives, widows, children and other relatives and dependants of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein

21 A resolution in writing agreed by all the Directors for the time being shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, but a resolution agreed by an alternate director need not also be agreed by his appointor.

22 The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms, including provision for remuneration, as they think fit and may revoke such appointment at any time Any person nominated to hold office as Managing Director and any Managing Director holding office shall be ineligible to vote on any resolution by the Directors to appoint or revoke the appointment of any person as Managing Director

23 The Directors may, as they think fit, delegate any of their powers to committees, any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

BORROWING POWERS

24 The Directors shall be entitled to borrow or raise money from themselves or from others for the purposes of the business of the Company in such manner whether secured or not secured and to such extent as they may think fit and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or any third party

DIVIDENDS

25 The Company may by Special Resolution in General Meeting declare dividends

INDEMNITY

26. Subject to the provisions of the Act, every Director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto Regulation 118 of Table A shall be extended accordingly

We the several persons whose names and addresses are subscribed, wish to be formed into a company, in pursuance of these Articles of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
Joyce Helen White 171 Queen Victoria Drive Glasgow G14 9BP Joyce H. White	1

Dated 31 July 2007

Witness to the above signatures.

Alan Crawford Meek
Solicitor
St Stephen's House
279 Bath Street
GLASGOW G2 4JL

A Crawford Meek