



FILE COPY

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

Company No. 360247

The Registrar of Companies for Scotland hereby certifies that

YORK PLACE (NO.529) LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **27th May 2009**



NSC360247D



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Please complete in typescript, or in bold black capitals.

CHWP007

Declaration on application for registration

SC 360247

Company Name in full

York Place (No. 529) Limited

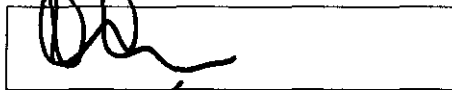
I, **Adrian Edward Robert Bell**

of **30-31 Queen Street, Edinburgh**

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 **Edinburgh**

Day Month Year

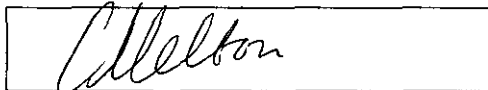
On **2 2 0 5 2 0 0 9**

† Please print name.

before me ^①

Catriona Melton

Signed



Date

22/05/2009

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.

Morton Fraser (ref: CM6/AJF)

30-31 Queen Street

Edinburgh

Tel **0131 247 1000**

DX number **ED119**

DX exchange **Edinburgh**

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



Form revised June 1998

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Please complete in typescript,
or in bold black capitals.

CHWP007

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

SC 360247

Company Name in full

York Place (No. 529) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

30-31 Queen Street

Post town

Edinburgh

County / Region

Midlothian

Postcode

EH2 1JX

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

Morton Fraser

Address

30-31 Queen Street

Post town

Edinburgh

County / Region

Midlothian

Postcode

EH2 1JX

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available, a DX

Morton Fraser LLP (ref: CM6/AJF)

30-31 Queen Street, Edinburgh

Tel 0131 247 1000


DX number ED 119 DX exchange Edinburgh

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

WED TUESDAY		
	SJUEQA6P	
SCT	26/05/2009	302
COMPANIES HOUSE		
WED	*SJW7TA0P*	
	SCT	20/05/2009
COMPANIES HOUSE		603

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

30-31 Queen Street

Edinburgh

Midlothian

Postcode

EH2 1JX

Scotland

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

30-31 Queen Street

Edinburgh

Midlothian

Postcode

EH2 1JX

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

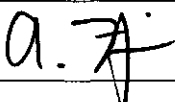
Company Director

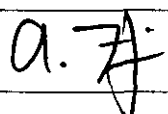
I consent to act as director of the company named on page 1

Consent signature

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	Mr	*Honours etc	
* Voluntary details	Forename(s)	Austin		
	Surname	Flynn		
	Previous forename(s)			
	Previous surname(s)			
Address	4 Alfred Place			
Usual residential address				
For a corporation, give the registered or principal office address.	Post town	Edinburgh		
	County / Region	Midlothian	Postcode	EH9 1RX
	Country	U.K.		
	Date of birth	Day 2	Month 1	Year 1 9 6 7
		Nationality		British
	Business occupation	Solicitor		
	Other directorships	Morton Fraser Directors Limited		
		Morton Fraser Secretaries Limited		
	I consent to act as director of the company named on page 1			
Consent signature			Date	19/5/09

This section must be signed by			
Either			
an agent on behalf of all subscribers	Signed		Date 19/5/09
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.

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

of

YORK PLACE (NO.529) LIMITED

2009
CM6/AJF

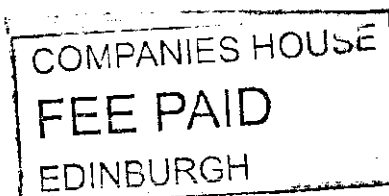
MORTON FRASER[®]
S O L I C I T O R S

FAS4958



SCT *SJUERA6Q* 301
26/05/2009
COMPANIES HOUSE

THE COMPANIES ACT, 1985
COMPANY LIMITED by SHARES
MEMORANDUM of ASSOCIATION



of

YORK PLACE (NO.529) LIMITED ("the Company")

- 1 The name of the Company is **YORK PLACE (NO.529) LIMITED**.
- 2 The Registered Office of the Company will be situated in Scotland.
- 3 The objects for which the Company is established are:-
 - 3.1 To carry on any trade, profession, manufacturing process or other business enterprise without limitation to specific modes of commercial structure or development.
 - 3.2 To act as merchants, bankers, financiers, traders, manufacturers, contractors, developers, commission agents or in any other capacity in any part of the world and generally to carry on any trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on in connection with the objects specified in Sub-Clause 3.1 hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company, or which may in any way be in the opinion of the Company to its advantage.
 - 3.3 To feu, purchase, lease or otherwise acquire by any other means, heritable or real property in Scotland or elsewhere and any interest in or right connected with such property including, without prejudice to the foregoing generality, estates, farms, lands, houses, buildings, rights of superiority, feuduties and tack duties and all pertinents thereof; to purchase, hire, take in exchange or otherwise acquire any moveable or personal property in Scotland or elsewhere and any interest in or right connected with such property including, without prejudice to the foregoing generality, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant and stock-in-trade.
 - 3.4 To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
 - 3.5 To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or (subject to statute) for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any

business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.

- 3.6 To vest any heritable or moveable property, rights or interests acquired by the Company or belonging to it in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- 3.7 To subscribe for, take or otherwise acquire and hold shares, stock, debentures and other securities of any other company.
- 3.8 To invest and deal with the monies of the Company not immediately required in any manner.
- 3.9 To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and to guarantee the performance of any contract or obligation and the payment of money to or by any such persons or companies and generally to give guarantees and indemnities or enter into cautionary obligations.
- 3.10 Without prejudice to the generality, to promote the interests of any company, including any company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company, in any manner whatsoever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the company other than the promotion of such interests as aforesaid; to the intent that the promotion of the interests of any such company as aforesaid shall be a power of the Company.
- 3.11 To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by the granting of a heritable security, mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar heritable security, mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation undertaken by the Company or any other person or company as the case may be.
- 3.12 To draw, make, endorse, accept, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.13 To enter into any arrangement with any government or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges,

charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

- 3.14 To pay for any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities credited as paid up in full or in part or otherwise.
- 3.15 To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments 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 of the Company, or is allied to or associated with the Company or any subsidiary company, or who are or were at any time 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 also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and make payment to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- 3.16 To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures securities of any such other company.
- 3.17 To sell, lease, grant heritable securities over, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
- 3.18 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made without the sanction (if any) for the time being required by law.
- 3.19 To act as agents or brokers and as trustees for any person or company and to undertake or perform sub-contracts and to do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- 3.20 To establish branches and agencies in Great Britain and elsewhere for the purposes of the Company.
- 3.21 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

- 3.22 To purchase or otherwise acquire on such terms and in such manner as the Regulations of the Company from time to time provide any shares in the Company's capital.

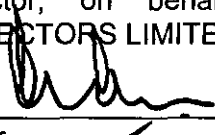
And it is hereby declared that

- 3.22.1 The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere; and
- 3.22.2 the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or from 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 of the said paragraphs defined the objects of a separate and distinct company.

4 The liability of the Members is limited.

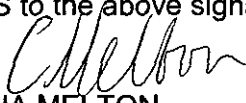
5 The share capital of the Company is £100,000 divided into 100,000 shares of £1 each, with power to increase the capital and to consolidate or divide the shares in the capital (whether original or increased) into classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

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

NAMES, ADDRESSES AND DESCRIPTIONS of SUBSCRIBERS	NUMBER OF SHARES taken by each SUBSCRIBER
ADRIAN BELL, director, on behalf of MORTON FRASER DIRECTORS LIMITED 30-31 Queen Street Edinburgh, EH2 1JX 	ONE
AUSTIN FLYNN, director 30-31 Queen Street Edinburgh, EH2 1JX	NONE

Dated the 22nd day of May 2009

WITNESS to the above signature:-


CATRIONA MELTON
30-31 Queen Street
Edinburgh
EH2 1JX

THE COMPANIES ACTS
COMPANY LIMITED by SHARES

ARTICLES of ASSOCIATION

of

York Place (No. 529) Limited (the "Company")

TABLE A

- 1 The Regulations contained in Table A as prescribed by the Companies (Tables A to F) Regulations 1985 as amended by SI 2007/2541 and SI 2007/2826 ("**Table A**") shall apply to the Company save in so far as hereinafter modified or excluded, and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.
- 2 Regulations 8, 24, 41, 59, 64, 73 to 80 (inclusive) 94, 101, 115 and 118 in Table A and any other Regulation thereof to the extent that it is inconsistent with these Articles, shall not apply to the Company.

SHARES

3. The Shares shall be under the control of the directors and the directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "**1985 Act**") to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the 1985 Act) of the Company to such persons (including any director) and generally on such terms and in such manner as they think fit.
4. The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by Ordinary Resolution of the Company in General Meeting.
5. The directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
6. In accordance with Section 91 of the Act, Sections 89 (1) and 90(1) to 90 (6) (inclusive) of the 1985 Act shall be excluded from applying to the Company, and the directors shall be entitled to allot securities in accordance with Section 95 of the 1985 Act.
7. 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 Member whether solely or one of two or more joint holders for all

moneys presently payable by him or his estate to the Company; 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 on a Share shall extend to any dividend or other amount payable in respect of it.

TRANSFER OF SHARES

8. The directors shall have an absolute right to refuse to register any transfer of a share (whether fully paid or not).
9. Subject to any restrictions in these Articles on the transfer of shares, any member holding shares may transfer any or all such shares in any usual written form, or in any such form as the directors may approve, and shall be executed by or on behalf of the transferor, and except where the share is fully paid, also by the transferee.

GENERAL MEETINGS

10. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine.
11. Where the Company has only a single member, the quorum shall be one.
12. A poll may be demanded at any general meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.
13. On a show of hands or on a poll votes may be given either personally or by proxy or corporate representative.
14. A resolution in writing executed by or on behalf of all the members entitled to vote upon such resolution as if it had been proposed at a general meeting shall be effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. Such resolution shall be effective on the date it is signed by all the relevant members or where there are several documents, on the date the last member signed the resolution. It shall not be necessary for any written resolution passed in terms of this Article to be referred to or approved by the Company's auditors. References to "writing" and "documents" in this Article include those sent or supplied by electronic means as defined in section 1159 of the Companies Act 2006 (the "2006 Act").

DIRECTORS

15. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of directors. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A.
16. The directors shall not be subject to retirement by rotation.
17. A director shall not be required to hold any share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clauses 38 and 112 of Table A shall be modified accordingly.

18. The Company may by ordinary resolution appoint a person who is willing to act as a director, either to fill a vacancy or as an additional director.
19. The directors may by ordinary resolution appoint a person who is willing to act as a director, either to fill a vacancy or as an additional Director.
20. There shall be no age limit for directors of the Company.
21. Any director may act by himself or his company in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a director provided that nothing herein contained shall authorise a director to act as auditor of the Company.
22. Any director, may participate in a meeting of the directors or a committee of the directors, by means of a telephone conference or other such conference communication facility by which all persons participating in the meeting can hear and speak with each other, and participation in this way shall constitute presence in person of the Director and accordingly such director shall be counted towards the quorum and in any voting at such meeting. A telephone conference meeting shall be regarded as being held in the place where the largest number of directors are present, or if not possible, where the Chairman is present.
23. A director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in the manner required by Section 317 of the 1985 Act. A director may vote in respect of any such contract or proposed contract and if he does so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the directors at which any such contract or proposed contract shall come before the Board for consideration. Clauses 84, 85, 94, 95, 96 and 97 of Table A shall be modified accordingly.

BORROWING POWERS

24. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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.
25. Any Debentures, Bonds or other Instruments or Securities may be issued at a discount premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares or otherwise as the directors may from time to time determine.

THE SEAL

26. Until the directors otherwise resolve the Company shall not have a common seal. The directors may at any time and from time to time revoke or remake any such resolution. If at the time the Company has a seal, the seal of the Company shall not be affixed to any instrument except by the authority of the directors or a committee of the directors authorised by the directors. The directors or any such committee 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 by a

second director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

27. In accordance with section 39 of the 1985 Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

ADMINISTRATIVE ARRANGEMENTS

28. Any notice to be given to any person pursuant to these Articles shall be given in legible written form either by facsimile ("**fax**") by first class post or registered post ("**post**") or by delivery including courier delivery ("**delivery**") to the contact address last notified to the sender.
29. The service of any Notice shall be evidenced and deemed to have been received as follows:-
- a. Proof that envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to have been received at the expiration of 24 hours after the envelope containing it was posted;
 - b. In the case of a fax, notice shall be deemed to have been received one hour from the time of dispatch of the fax, evidenced by the relevant fax report;
 - c. In the case of delivery, notice shall be deemed to have been delivered thirty minutes after delivery to the addressee's address.
30. If a Member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him at his last known address in the United Kingdom shall be deemed to be duly given to him on the day on which it is posted. Subject to the other terms of the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
31. Subject to the other terms of these Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
32. A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
33. Anything sent to a shareholder under the Articles may be sent to that shareholder's address as registered in the register of members, unless:
- a. the shareholder and the Company have agreed that another means of communication is to be used; and
 - b. the shareholder has supplied the Company with the information it needs in order to be able to use that other means of communication.

34. Any notice or document sent to a director may be sent to that director's address as registered in the register of directors, unless:
- a. the director and the Company have agreed that another means of communication is to be used; and
 - b. the director has supplied the Company with the information it needs in order to be able to use that other means of communication.
35. Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a shareholder.

INDEMNITY

36. A relevant director may be indemnified out of the Company's assets against any liability (other than a liability to the Company or an associated company) which that director incurs in connection with:
- a. civil proceedings in relation to the Company or an associated company (other than a liability incurred in defending proceedings brought by the Company or an associated company in which final judgment is given against the directors),
 - b. criminal proceedings in relation to the Company or an associated company (other than a fine imposed in such proceedings, or a liability incurred in defending proceedings in which the director is convicted and the conviction is final),
 - c. regulatory action taken by or a regulatory investigation by a regulatory authority in relation to the Company or an associated company (unless a sum is payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising)),
 - d. any application for relief:
 - a. under section 661(3) or (4) of the Companies Act 2006 (power of court to grant relief in case of acquisition of shares by innocent nominee), or
 - b. section 1157 of that Act (general power of court to grant relief in case of honest and reasonable conduct),
 unless the court refuses to grant the director relief, and the refusal of relief is final, or
 - e. civil proceedings in relation to an occupational pension scheme (as defined in section 235(6) of the 2006 Act) of which the Company is a trustee in respect of liability incurred in connection with the company's activities as a trustee of the scheme (other than a fine imposed in criminal proceedings, a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising) or a liability incurred in defending proceedings in which the director is convicted and the conviction is final).

37. In the foregoing Article:

- a. A judgment, conviction or refusal of relief becomes final
 - i. if not appealed against, at the end of the period for bringing an appeal, or
 - ii. if appealed against, at the time when the appeal (or any further appeal) is disposed of.
- b. An appeal is disposed of—
 - i. if it is determined and the period for bringing any further appeal has ended, or
 - ii. if it is abandoned or otherwise ceases to have effect.
- c. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- d. a “relevant director” means any director or former director of the Company.

INSURANCE

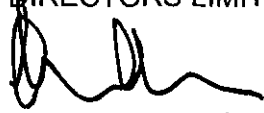
38. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

39. In the foregoing Article:

- a. a “**relevant officer**” means any director or former director of the Company, any other officer or employee or former officer or employee of the Company (but not its auditors) or any trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act) for the purposes of an employees’ share scheme of the Company; and
- b. a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer’s duties or powers in relation to the Company, any associated company (within the meaning of Article 38(c) above) or any pension fund or employees’ share scheme of the Company.


GOVERNING LAW

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

NAMES, ADDRESSES AND DESCRIPTIONS of SUBSCRIBERS	NUMBER OF SHARES taken by each SUBSCRIBER
ADRIAN BELL, director, on behalf of MORTON FRASER DIRECTORS LIMITED 30-31 Queen Street EDINBURGH EH2 1JX 	ONE
AUSTIN FLYNN, director 30-31 Queen Street EDINBURGH EH2 1JX	NONE

Dated this 22nd day of May 2009

WITNESS to the above signature:-


CATRIONA MELTON
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Edinburgh
EH2 1JX