



Please do not
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binding margin



Please complete
legibly, preferably
in black type, or
bold block
lettering

*Insert full name
of Company

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
Company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

THE COMPANIES ACTS 1948 TO 1981

Form No. 41a

41a

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

III

1880300

Name of Company

BROADPARA Limited*

I, MAVIS JUNE LATTER

of 47 BRUNSWICK PLACE

LONDON

N1 6EE

do solemnly and sincerely declare that I am† a person named as Secretary of the Company in
the statement delivered under section 21 of the Companies Act 1976.

of* BROADPARA

Limited

and that all the requirements of the Companies Acts 1948 to 1981
in respect of the registration of the said company
and of matters precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing
the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835

Declared at FLAT 1, CHATSWORTH HOUSE
65 LONDON ROAD
TWICKENHAM, MIDDLESEX

Signature of Declarant

the 3rd day of September

One thousand nine hundred and Eighty-Four

before me

A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Presenter's name, address and
reference (if any):

For official use

New companies section

Post room



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Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

BROADPARA LIMITED

1. The name of the Company is BROADPARA LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(a) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads, and squares, constructing, sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties, and by leasing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

JORDAN & SONS LTD.

JORDAN HOUSE

BRUNSWICK PLACE, LONDON W1 SEE

TELEGRAMS: JORDAN LTD LONDON

TELEX: 25010

172469

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or

otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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
--	---



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One



Christopher Charles Hadler,
15, Pembroke Road
Bristol. BS99 7DX
Commercial Manager.

- One

Dated 3-9-84

Witness to the above Signatures:-



Errol Sandiford,
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

1880800/4

ARTICLES OF ASSOCIATION OF

BROADPARA LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members.

(c) In accordance with Section 17(9) of the Companies Act 1980 Sub-sections (1), (6) and (7) of the said Section 17 shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 14) be renewed, revoked or varied by Ordinary Resolution.

SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up shares 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 indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call".

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

7. Clause 54 in Table A shall be read and construed as if the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

8. A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and

held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

Clause 73A in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors may be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

BORROWING POWERS

10. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 14 of the Companies Act 1980 to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such

written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of and to attend all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

POWERS OF DIRECTORS

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Table A shall be modified accordingly

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Table A may be signed by an alternate Director in place of his appointor and may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to, or his or their alternates and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

INDEMNITY

17. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 or Section 36 of the Companies Act 1980, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

ADDITIONAL POWERS

18. Subject to the provisions of Part III of the Companies Act 1981 the Company may:-

(a) pursuant to Section 45 of that Act issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall be provided by the Articles of the Company;

(b) pursuant to Section 46 of that Act purchase its own shares (including any redeemable shares);

(c) pursuant to Section 54 of that Act make a payment out of capital in respect of the redemption or purchase.

Clause 3 in Table A shall not apply to the Company.

TRANSFER OF SHARES

19. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

20. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

Names, addresses and descriptions of Subscribers



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.



Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated 3-9-84



Witness to the above Signatures:- Errol Sandiford,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.



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blank margin



Please complete
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in black type, or
bold black lettering

delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

For official use

1880800 / 5

Name of Company

BRDA DPARA LIMITED

The intended situation of the registered office of the company
on incorporation is as stated below

47, Brunswick Place,

London, N1 6EE

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

JORDAN & SONS LIMITED,

Jordan House,

47, Brunswick Place, London N1 6EE

Number of continuation sheets attached (see note 1)

Presenter's name, address and
reference (if any):

For official use
General section

Post room



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Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

DIRECTOR

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not
write in this
binding margin



Important
The particulars
to be given are
those referred to
in section
21(2)(a) of the
Companies Act
1976 and section
200(2) of the
Companies Act
1948 as amended
by section 95
of the Companies
Act 1981.

Name (note 3)	DAVID STEWART HODGSON	Business occupation
		MANAGER
Previous name(s) (note 3)	NONE	Nationality
Address (note 4)	47, Brunswick Place, London, N1 6EE	BRITISH
		Date of birth (where applicable) (note 6)
Other directorships†	NONE	
I hereby consent to act as director of the company named on page 1		
Signature		Date 3-9-84

† enter particulars
of other director-
ships held or
previously held
(see note 5).
If this space is
insufficient use
a continuation
sheet.

SECRETARY

The name and particulars of the person who is, to be the first secretary, of the company are as follows:

Please do not
write in this
binding margin



Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948.

Name (notes 3 & 7)	MAVIS JUNE LATTER
Previous name(s) (note 3)	NONE
Address (notes 4 & 7)	47, Brunswick Place, London, N1 6EE
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 3-9-84

Signed by or on behalf of the subscribers of the memorandum*

* as required by
section 21(3) of
the Companies
Act 1976

Signature (Agent)† Date 3-9-84

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1880800

I hereby certify that

BROADPARA LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

28TH JANUARY 1985

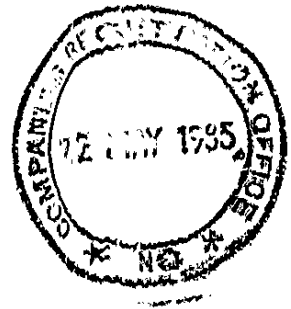
C. R. Williams
MRS. C. R. WILLIAMS

an authorised officer

THE COMPANIES ACTS 1948 to 1981

1880800

Company Number



SPECIAL RESOLUTION OF

BROADPARA

..... LIMITED

We, the undersigned, Michael Richard Counsell and Christopher Charles Hadler, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

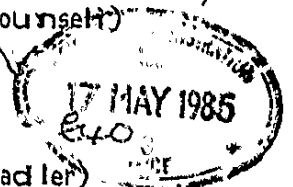
That the name of the Company be changed to

WARRINGTON BOROUGH TRANSPORT LIMITED

Dated this 14 day of MAY 1985

Signed (M.R. Counsell)

..... (C.C. Hadler)



Borc

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1880800

17

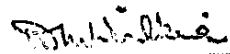
I hereby certify that

BROADPARA LIMITED

having by special resolution changed its name, is now
incorporated under the name of

WARRINGTON BOROUGH TRANSPORT LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 5TH JUNE 1965


MRS. D. M. WHITE

an authorised officer

Company Number 1880800

SPECIAL RESOLUTION OF

W.A.R.R.

..... BROADPARA LIMITED

We, the undersigned, Michael Richard Counsell and Christopher Charles Hadler, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

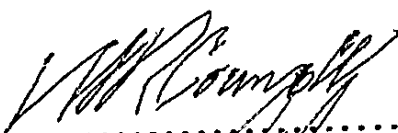
That the Memorandum of Association of the Company be altered by deleting sub-clause (a) of Clause 3 and by substituting therefor the following new sub-clause:

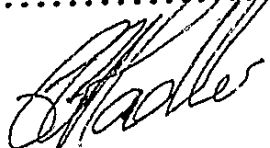
(a) To carry on all or any of the businesses of proprietors operators, hirers and letters on hire of and dealers in motor coaches, omnibuses, lorries, vans, wagons, cars, cabs, and other vehicles appropriate for the conveyance of passengers and goods, wares, merchandise and produce of all kinds, organisers and conductors of coach, omnibus and other vehicular journeys, stages, excursions, trips, tours and the like, travel and tourist agents and specialists, proprietors and operators of taxi-cabs and car hire services, carriers, transport, haulage and cartage contractors, designers, builders, constructors, and repairers of, agents for the sale and purchase, exchange, or hire of, and dealers in vehicles and conveyances of every description, proprietors of garages, repairing and other depots, insurance agents, dealers in petrol, motor spirit and other mineral oils and proprietors of stores and depots for the supply thereof, coach, carriage, and body builders, panel beaters, welders, cellulose and paint sprayers, painters, enamellers, wood and metal workers, motor, electrical, wireless, mechanical, consulting and general engineers, and engineering contractors, consulting wireless experts, designers, manufacturers, factors and repairers of and dealers in radio apparatus of all kinds, wireless service agents, manufacturers, fitters, maintainers, repairers and merchants of, agents for, and dealers in electrical apparatus, equipment, stores, articles and things of every description, proprietors and letters on hire of caravan and camping sites and all accommodation and conveniences required in connection therewith, restaurant and cafe keepers, refreshment caterers and contractors, proprietors of staff and other canteens, and rest and recreation rooms and general merchants, agents, factors and traders and to buy, sell, manufacture, install, maintain, repair, hire, let on hire, and deal in plant, machinery, engines, components, parts, tools, appliances, materials, accessories, articles, commodities, produce and things of all kinds and of every description capable of being used for the purposes of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

28 MAY 1985

2 contd....

Dated this 14 day of MAY 1985

Signed  (M R Counsell)

.....  (C C Hadler)

No. of Company 1889800

12

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

WARRINGTON BOROUGH TRANSPORT LIMITED

(Incorporated the 28th day of January 1985)

Jordan & Sons Limited
47-51 Mosley Street
Manchester M60 8AA
Telephone 061-228 3810 Telex 668901



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

WARRINGTON BOROUGH TRANSPORT LIMITED

(As altered by Special Resoluton passed on the 14th day of May, 1985)

1. *The name of the Company is "WARRINGTON BOROUGH TRANSPORT LIMITED".

2. The registered office of the Company will be situated in England.

3. The objects for which the Company is established are:-

(a) To carry on all or any of the businesses of proprietors operators, hirers and letters on hire of and dealers in motor coaches, omnibuses, lorries, vans, wagons, cars, cabs, and other vehicles appropriate for the conveyance of passengers and goods, wares, merchandise and produce of all kinds, organisers and conductors of coach, omnibus and other vehicular journeys, stages, excursions, trips, tours and the like, travel and tourist agents and specialists, proprietors and operators of taxi-cabs and car hire services, carriers, transport, haulage and cartage contractors, designers, builders, constructors, and repairers of, agents for the sale and purchase, exchange, or hire of, and dealers in vehicles and conveyances of every description, proprietors of garages, repairing and other depots, insurance agents, dealers in petrol, motor spirit and other mineral oils and proprietors of stores and depots for the supply thereof, coach, carriage, and body builders, panel beaters, welders, cellulose and paint sprayers, painters, enamellers, wood and metal workers, motor, electrical, wireless, mechanical, consulting and general engineers, and engineering contractors, consulting wireless experts, designers, manufacturers, factors and repairers of and dealers in radio apparatus of all kinds, wireless service agents, manufacturers, fitters, maintainers, repairers and merchants of, agents for, and dealers in electrical apparatus, equipment, stores, articles and things of every description, proprietors and letters on hire of caravan and camping sites and all accommodation and conveniences required in connection therewith, restaurant and cafe keepers, refreshment caterers and contractors, proprietors of staff and other canteens, and rest and recreation rooms and general merchants, agents, factors and traders and to buy, sell, manufacture, install, maintain, repair, hire, let on hire, and deal in plant, machinery, engines, components, parts, tools, appliances, materials, accessories, articles, commodities, produce and things of all kinds and of every description capable of being used for the purposes of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

* The name of the Company was, on the 5th day of June, 1985, changed from "BROADPARA LIMITED".

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or

otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £100 divided into 100 shares of £1 each. ✓

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
--	---

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One

Christopher Charles Hadler,
15, Pembroke Road
Bristol. BS99 7DX
Commercial Manager.

- One

Dated this 3rd day of September, 1984.

Witness to the above Signatures:- Errol Sandiford,
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

WARRINGTON BOROUGH TRANSPORT LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members.

(c) In accordance with Section 17(9) of the Companies Act 1980 Sub-sections (1), (6) and (7) of the said Section 17 shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 14) be renewed, revoked or varied by Ordinary Resolution.

SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up shares 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 indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call".

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

7. Clause 54 in Table A shall be read and construed as if the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

8. A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and

held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

Clause 73A in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors may be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

BORROWING POWERS

10. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 14 of the Companies Act 1980 to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such

written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of and to attend all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

POWERS OF DIRECTORS:

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Table A shall be modified accordingly.

13 (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Table A may be signed by an alternate Director in place of his appointor and may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to, or his or their alternates and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

INDEMNITY

17. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 or Section 36 of the Companies Act 1980, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

ADDITIONAL POWERS

18. Subject to the provisions of Part III of the Companies Act 1981 the Company may:-

(a) pursuant to Section 45 of that Act issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall be provided by the Articles of the Company;

(b) pursuant to Section 46 of that Act purchase its own shares (including any redeemable shares);

(c) pursuant to Section 54 of that Act make a payment out of capital in respect of the redemption or purchase.

Clause 3 in Table A shall not apply to the Company.

TRANSFER OF SHARES

19. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

20. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

Names, addresses and descriptions of Subscribers

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated this 3rd day of September, 1984.

Witness to the above Signatures:- Errol Sandiford,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.

THE COMPANIES ACTS 1948 TO 1981

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

2

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number

1114

188 08 00

Name of company

WARRINGTON BOROUGH TRANSPORT

Limited*

Please complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date
to be entered
alongside
should be
completed as
in the following
examples:

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Please mark X in the box below if a public company

Day Month

3 0 0 9

Signed H G Cartwright [Director] [Secretary]† Date 18 June 1985

Presenter's name, address and
reference (if any):

H G Cartwright
Company Secretary
Tam Hall
Warrington

For official use
General section

Post room



THE COMPANIES ACT 1985

Company Number 1880800



SPECIAL RESOLUTION OF
WARRINGTON BOROUGH TRANSPORT LIMITED

We, the undersigned, William Harley Lawton and Michael Thomas Hall being all the Members or duly authorised representatives of all such members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

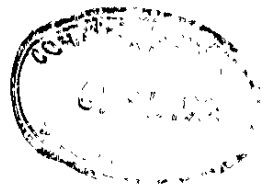
That the name of the Company be changed to

WARRINGTON BOROUGH ENTERPRISES LIMITED

Dated this 20th day of JANUARY 1986

Signed *W.H. Lawton* (W.H. Lawton)

Michael T. Hall (M.T. Hall)



Base P

1880800

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1880800

16,

I hereby certify that

WARRINGTON BOROUGH TRANSPORT LIMITED

having by special resolution changed its name, is now

incorporated under the name of

WARRINGTON BOROUGH ENTERPRISES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 17TH FEBRUARY 1986

D. M. Wilkie
MRS. D. M. WILKIE

an authorised officer

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

Name of company

21 [117]

1880800

* insert full name of company

*	WARRINGTON BOROUGH ENTERPRISES LTD
---	------------------------------------

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3	1	0	3
---	---	---	---

† delete as appropriate

The current accounting reference period of the company is to be treated as ~~(shortened)~~ ~~(extended)~~† and ~~(is to be treated as having come to an end)~~ ~~(will come to an end)~~† on

Day Month Year

3	1	0	3	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

~~The company is a subsidiary (holding company) of~~ _____

_____, company number _____

~~the accounting reference date of which is~~ _____

Signed

H G Cartwright

~~Director~~ (Secretary)† Date

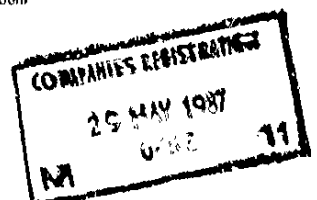
26 5 87

Presentor's name address and reference (if any):

H G Cartwright
Town Hall
Warrington
WA1 1UH

For official Use
General Section

Post room



COMPANIES ACT 1985

COMPANY NUMBER 1880800

SPECIAL RESOLUTION OF WARRINGTON BOROUGH ENTERPRISES LIMITED

We, the undersigned, Michael Thomas Hall and William Marley Lawton, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to REGulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

It is resolved

- (1) That the Annual Report and Accounts be approved and adopted
- (2) That no appointment of auditors be made the Company Being a dormant Company within the meaning of the Companies Act 1985
- (3) Michael Thomas Hall be appointed a director of the Company

DATED this 23rd day of March 1987

Signed Michael T. Hall M T Hall

W H Lawton W H Lawton



COMPANIES ACT, 1985

COMPANY NUMBER 1880800

SPECIAL RESOLUTION OF WARRINGTON BOROUGH ENTERPRISES LIMITED

We, the undersigned, Michael Thomas Hall and William Harley Lawton, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

It is resolved

- (1) That the Annual Report and Accounts be approved and adopted
- (2) That no appointment of auditors be made the Company being a dormant Company within the meaning of the Companies Act 1985

DATED this 6th day of May 1988

Signed M. T. Hall M T Hall
W H Lawton W H Lawton

COMPANIES ACT, 1985

COMPANY NUMBER 1880800

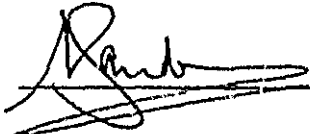
SPECIAL RESOLUTION OF ~~W~~ARRINGTON BOROUGH ENTERPRISES LIMITED

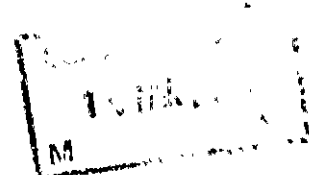
We, the undersigned, Michael Thomas Hall and Michael Ian McKechnie Sanders, being all the Members for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same have been passed at a General Meeting of the Company duly convened and held

It is resolved

- (1) That the Annual Report and Accounts be approved and adopted
- (2) That no appointment of auditors be made the Company being a dormant Company within the meaning of the Companies Act 1985

Dated this 14th day of March 1990

Signed M. T. Hall M T Hall
 M I M Sanders



COMPANIES ACT, 1985

COMPANY NUMBER 1880800

SPECIAL RESOLUTION OF HARRINGTON BOROUGH ENTERPRISES LIMITED

We, the undersigned, Michael Thomas Hall and Michael Ian McKechnie Sanders, being all the Members for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same have been passed at a General Meeting of the Company duly convened and held

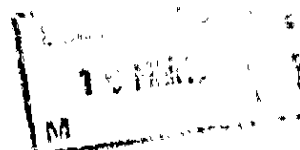
It is resolved

- (1) That the Annual Report and Accounts be approved and adopted
- (2) That no appointment of auditors be made the Company being a dormant Company within the meaning of the Companies Act 1985

Dated this 14th day of March 1990

Signed M. T. Hall M T Hall

M I M Sanders M I M Sanders



COMPANIES ACT 1985 AS AMENDED BY THE COMPANIES ACT 1989
COMPANY NUMBER 1880800

SPECIAL RESOLUTION OF WARRINGTON BOROUGH ENTERPRISES LTD

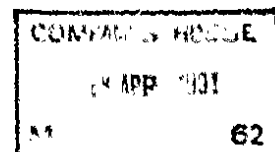
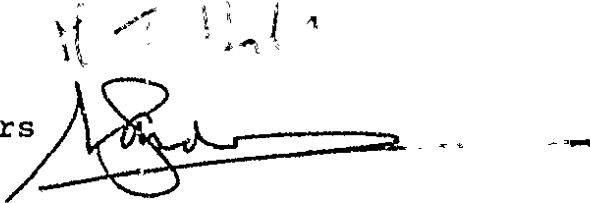
We, the undersigned, Michael Thomas Hall and Michael Ian McKechnie Sanders, being all the members for the time being of the above named Company entitled to receive notice of and to attend and vote at general meetings hereby pass the following resolution as a special resolution and agree that the said resolution shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

It is resolved:

1. That the annual report and accounts be approved and adopted.
2. That no appointment of auditors be made the Company being a dormant Company within the meaning of the Companies Act 1985 as amended by the Companies Act 1989.

Dated this 15TH day of APRIL 1991.

Signed: M T Hall
M I M Sanders



COMPANIES ACT 1985 AS AMENDED BY THE COMPANIES ACT 1989

COMPANY NUMBER 1880800

SPECIAL RESOLUTION OF WARRINGTON BOROUGH ENTERPRISES LTD

We, the undersigned, Michael Thomas Hall and Michael Ian McKechnie Sanders, being all the members for the time being of the above named Company entitled to receive notice of and to attend and vote at general meetings hereby pass the following resolution as a special resolution and agree that the said resolution shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

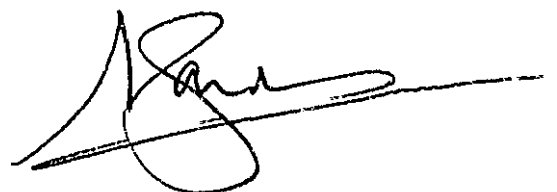
It is resolved:

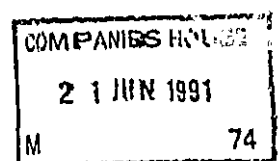
1. That the annual report and accounts be approved and adopted.
2. That no appointment of auditors be made the Company being a dormant Company within the meaning of the Companies Act 1985 as amended by the Companies Act 1989.

Dated this 7TH day of JUNE 1991.

Signed: M T Hall

M I M Sanders

H. T. Hall




WARRINGTON BOROUGH ENTERPRISES LIMITED

18 SEP 1991
250 FEE PAID
COMPANIES
HOUSE

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the named Company will be held at on 21st July 1991 at the above to consider and, if thought fit, to pass the following resolutions of which resolution numbers 4, 5, 6 & 7 will be proposed as Ordinary Resolutions and resolution numbers 1, 2 & 3 as Special Resolutions.

Resolutions.

1. That the name of the Company be changed to Warrington 2000+ Limited.
2. That the registered office of the Company be changed to 80 Sankey Street.
3. That the memorandum of Association and Articles of Association be amended to the terms of the memorandum of Association and Articles of Association attached hereto. The Company is to cease to be a Company Limited by shares and is to become a Company Limited by guarantee and not having a share capital.
4. That Christopher John Reston be appointed as a Director of the Company.
5. That Jack Douglas Paybody be appointed as Director of the Company.
6. That Paul Edward Garnett be appointed as a Director of the Company.
7. That John Alan Simpson be appointed as a Director of the Company.
8. That Colin Daniels be appointed as a Director of the Company.
9. That John Leigh be appointed as a Director of the Company.
10. That John S Gartside be appointed as a Director of the Company.
11. That Donald Stephen Bull be appointed as a Director of the Company.
12. That Gillian Willans be appointed as a Director of the Company.
13. That Greer Buckley be appointed as a Director of the Company.
14. That Christopher John Reston be appointed as Secretary of the Company.
15. That the resignation of Michael Thomas Hall as a Director of the Company be accepted.
16. That the resignation of Denis Scott Cooper as Secretary of the Company be accepted.

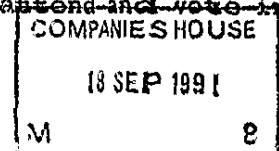
21 July 1991

John S. Gartside



By Order of the Board
D S Cooper
Secretary

Note: A Shareholder entitled to attend and vote at the meeting convened by the notice set out is entitled to appoint a proxy to attend and vote in his place. A proxy need not be a member of the Company.



NW/50/039303



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1880800

I hereby certify that

WARRINGTON BOROUGH ENTERPRISES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WARRINGTON 2000+ LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 24 SEPTEMBER 1991

P. Davidson
P. Davidson (218)

an authorised officer

1886800

THE COMPANIES ACT 1985

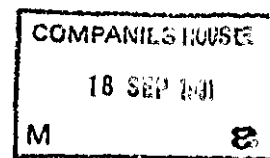
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
WARRINGTON 2000+ LIMITED

INCORPORATED the

day of

19



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- 1 The name of the Company (hereinafter called 'the Company') is "Warrington 2000+".
- 2 The registered office of the Company will be in England.
3. The objects for which the Company is established are:-
 - (1) To promote the economic and social well being of Warrington and its residents and workforce and in particular to promote trade, industry, tourism and commerce in the Borough of Warrington in Cheshire, as the same is presently defined or within such further or other area or areas as shall from time to time be determined by the Board of Management of the Company
 - (2) As ancillary to the foregoing object which is hereby declared to be the principal object of the Company and for the purpose only of furthering such object and insofar only as such things may be done by a body of persons formed for charitable purposes only to do all or any of the following things namely:-
 - (a) to hold meetings, conferences, exhibitions and seminars
 - (b) to provide information and give advice.
 - (c) to provide and issue publications and film strips.
 - (d) to further research and investigation.

- (e) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which shall be deemed necessary for the furtherance of the objects of the Company, and to construct, maintain and alter any buildings or erections necessary for the furtherance of the objects of the Company.
- (f) to furnish and fit out with all necessary furniture and other equipment such buildings and other premises as may from time to time be required for the purposes of the Company.
- (g) to employ all such officers and servants as may be required for the purposes of the Company.
- (h) to borrow or raise money for the purposes of the Company on such terms and on such security as shall be deemed necessary.
- (i) to accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company.
- (j) to solicit, collect, receive and administer money and funds for any of the before mentioned purposes and to collect, publish and circulate statistics and other information and arrange seminars or similar information sessions.

(k) to invest the monies of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(l) to do all such other things as are necessary for the attainment of the above objects or any of them

PROVIDED that:-

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

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

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its board of management or governing body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member officer or servant of the Company (not being a member of its board of management or governing body) for any services rendered to the Company.
 - (b) of interest on money lent by any member of the Company or of its board of management or governing body at a rate per annum not exceeding 2 per cent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent, whichever is the greater.
 - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its board of management or governing body.
 - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the board of management or governing body of the Company may be a member holding not more than $\frac{1}{100}$ th part of the capital of that Company; and
 - (e) to any member of its board of management or governing body, of reasonable out-of-pocket expenses.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound sterling
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property

whatsoever belonging to the Company the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some other charitable object.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Alan Simpson
7 Sweetloves Grove
Sharples
Bolton
BL1 7EE

Colin Daniels
Amberley
Bell Lane
Thelwall
Cheshire
WA4 2SY

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

WARRINGTON 2000+ LIMITED

PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.
4. A member may at any time withdraw from the company by giving at least seven 'clear days' notice to the company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A:-

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

(b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

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

7. Paragraph (d) of regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

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

DIRECTOR'S EXPENSES

9. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

10. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

MINUTES

11. The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

NOTICES

12. The second sentence of regulation 112 of Table A shall be omitted.

13. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.