

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

BURGINHALL 417 LIMITED

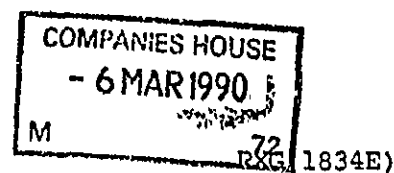
Dated 28 February 1990

WE, the undermentioned, being all the members of the above company HEREBY RESOLVE that the following resolutions be adopted as Special Resolutions of the Company:

1. "That the regulations in the form attached hereto and initialled by or on behalf of all of the members of the Company for the purposes of identification be and they are hereby adopted in place of and in substitution for the existing Articles of Association."
2. "That the Memorandum of Association of the Company be altered as to its objects by the substitution for the existing objects clause of the Company of the clause attached hereto and initialled by or on behalf of all of the members of the Company for the purposes of identification."

.....
For and on behalf of
DH & B Nominees Limited

.....
For and on behalf of
Gray's Inn Nominees Limited



No. 24475s9

THE COMPANIES ACT 1985

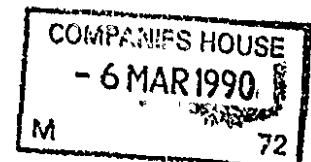
COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
BURGINHALL 417 LIMITED

Incorporated: 29th November 1989
Objects Clause Amended: 28th February 1990
Articles Adopted: 28th February 1990

Denton Hall Burgin & Warrens
Five Chancery Lane
Clifford's Inn
LONDON EC4A 1BU

Telephone: 01 242 1212



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BURGINHALL 417 LIMITED

1. The Company's name is "Burginhall 417 Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (1) To carry on the business of proprietors or operators of statutory and other harbours, docks, wharves, jetties, piers, warehouses and stores.
 - (2) To carry on business as stevedores, wharfingers, carting contractors, cargo superintendents, packers, warehousemen and proprietors of warehouses and as customs clearing agents.
 - (3) To construct, purchase, hire, charter or otherwise acquire and work ships and vessels of any class, hovercraft, hover vehicles, hydrofoils, or any other kind of vessels or vehicles whether amphibious or otherwise.
 - (4) To establish between such ports and places as the Company may from time to time determine, and maintain lines or services of ships, hovercraft, hover vehicles, hydrofoils or any other kind of vessels or vehicles whether amphibious or otherwise and generally to carry on the business of owners or operators of ships and hovercraft, hover vehicles, and hydrofoils.
 - (5) To carry on the business of transporting passengers, vehicles and goods of every description and animals by sea or land and either by its own vessels and other forms of transportation or by or over the vessels and modes of transportation of others;
 - (6) To carry on the business of general contractors for the transport of passengers, vehicles and goods of every description by land, sea and air, including the dealing in, whether by way of chartering or hiring or letting on hire or otherwise, of any land, sea or air vehicles or craft, or accessories or fuel therefor.

- (7) To construct, acquire, maintain, work and manage for the use of the Company or for others, by letting out on hire or otherwise, harbours, docks and piers and any tramway, railway, transport terminal, hoverport or other offices, buildings, works and facilities for the building, repairing, docking or use of ships, hovercraft, hovervehicles, hydrofoils, or other kinds of vessels or vehicles; to carry on the business of dredging, and to carry out the duties, obligations and responsibilities and to exercise the rights, privileges and functions, imposed or granted, by Act of Parliament or otherwise, of a harbour or port authority.
- (8) To alter, repair, maintain or survey any ships, vessels, hovercraft, hover vehicles, hydrofoils, or any other kind of vessel or vehicle, plant, machinery and things of any description, of the Company or others, and to carry on the trade or business of marine, mechanical and electrical engineers.
- (9) To carry on business as proprietors of restaurants, hotels, refreshment and tea rooms, cafes, and milk and snack bars, taverns, inns, beer houses and lodging-house keepers, licensed victuallers, wine, beer, and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated mineral and artificial waters and other drinks, and as caterers and contractors in all their respective branches and to carry on, in any manner the Company may think fit, the business of general merchants, factors and dealers and to manufacture, buy, sell and deal in commodities of all kinds.
- (10) To carry on the business of travel agents, tourist agents and contractors, cable and telegraph companies' agents, bankers, banking, insurance, forwarding and general agents, aircraft and ship owners and charterers, agents for operators of air, sea, land or inland waterways, carriage undertakings, road transport owners and hirers, hotel, apartment and lodging-house keepers, caterers and storekeepers, teachers of languages, promoters and managers of clubs and societies, (travelling, social, educational or otherwise) publishers of books, periodicals and newspaper sellers, foreign correspondents and advertising agents, and generally to facilitate travelling and to provide for tourists and travellers, or promote the provision of facilities of every description, and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, exchange bureaux, enquiry bureaux, and baggage transport, and arranging and operating tours.
- (11) To carry on the business of dealing in real and personal property and to purchase, take on lease or in exchange, or otherwise acquire, hold, sell, take and grant options

on, improve, develop, construct, exploit, maintain, broke and underwrite transactions in relation to any land, buildings or personal property wherever situate, and rights and interests therein.

- (12) To acquire and assume for any estate or interest and to take options over, construct and develop any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person, company or body and to act and carry on business as a holding company for or in connection with the purposes of the Company's business.
- (13) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession, or otherwise, with any person, company or body carrying on or engaged in or about to carry on or engage in, anywhere in the world, any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (14) To enter into any arrangements with the Government or Authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or Authority any rights, privileges and concessions which the Company might think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (15) To manage, farm or let (whether furnished or unfurnished) any land or buildings or any part thereof or any rights or interests therein for any period and at such rent and on such conditions as the directors see fit; to lay out roads and gardens and recreation grounds; to pull down, alter and improve land or buildings; to plant, drain or otherwise improve land or any part thereof; and to build, install or improve electric, gas, water and other fittings.
- (16) To carry on business as property developers, builders and decorators, joiners, plumbers, carpenters, engineers, electricians, sanitary engineers and merchants of any kind.
- (17) To carry on business as consultants, advisers and/or managers in relation to any land or buildings whether freehold or leasehold or any other property, whether real or personal, wherever situate, or any rights or interest therein.
- (18) To acquire, upon such terms and in such manner as the directors see fit, the shares, stocks, debentures,

debenture stock, annuities, warrants, bonds, units, obligations and securities or any interest therein of any person, company, fund or trust.

- (19) To sell, exchange, mortgage, charge, lease or grant licences, easements, options and other rights over, or in any other manner deal with, or dispose of, the whole or any part of the undertaking, property and assets (present and future) of the Company (including, without limitation to the generality of the foregoing, all or any shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities of the Company) for any consideration and in particular, but without prejudice to the generality of the foregoing, for shares, stock, debentures, debenture stock or other securities of any company.
- (20) To provide services of all descriptions and to undertake and execute agency or commission work of all kinds and to act generally as agents, factors, brokers, managers, consultants and advisers for the sale and purchase of every description of property, goods and merchandise and the provision of every type of service.
- (21) To import, export, deal in, store, manufacture and process, any goods and other things, and to carry on the business of importers, exporters manufacturers and processors, storers of and dealers in any goods and other things.
- (22) To apply for, register, purchase, or by any other means obtain or seek to obtain, upon such terms and in such manner as the directors see fit, any patent rights, licences, secret processes, trade marks, designs, brevets d'invention, or other industrial or business rights, protections or concessions, to use, alter, grant licences, options, interests or privileges in respect of, manufacture under, expend money in experimenting upon and improving and otherwise deal in the same, and to carry on the business of an inventor, designer or research organization.
- (23) To advertise, market and sell the products and services of the Company and to carry on the business of advertisers and advertising agents and of a marketing or selling organisation and of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (24) To borrow and raise money and to secure or discharge any debt, liability or obligation, whether of the Company or any other person, upon such terms and in such manner as the Company sees fit, and in particular, but without prejudice to the generality of the foregoing, by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property

and assets (whether present or future), and uncalled capital of the Company or by the creation and issue of any securities of the Company.

- (25) To lend money, give credit or provide any other form of credit or financial accommodation to any person, and to carry on the business of a banking, finance or insurance Company.
- (26) To enter into guarantees, contracts of indemnity and suretyships of all kinds, whether or not the company shall receive any consideration in respect of, or derive any commercial benefit from the same, on such terms and in such manner as the directors see fit, and in particular but without prejudice to the generality of the foregoing, to guarantee, underwrite, support or secure, as aforesaid, and whether by personal obligation or by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property or assets (whether present or future) and uncalled capital of the Company or by the creation and issue of any securities of the Company, the performance of any obligations or commitments or satisfaction of any liabilities of any person or company including, but without prejudice to the generality of the foregoing, any company which is for the time being a subsidiary or holding company of the Company or another subsidiary of a holding company of the Company or is otherwise associated with the Company.
- (27) To draw, make, accept, issue, execute, endorse, discount and deal in bills of exchange, promissory notes, bills of lading, debentures, warrants and other instruments and securities, whether negotiable or otherwise.
- (28) To act in a fiduciary capacity of any sort including (but without prejudice to the generality of the foregoing) to undertake the duties of a trustee of trust deeds or other instruments constituting debentures, debenture stock, bonds and other securities, or of wills and settlements, and of an executor or administrator of estates, or to act as and undertake the duties of a nominee, a custodian trustee, a trustee of a unit trust, a trustee for charitable or other institutions, a trustee for pension, benevolent or other funds, and as a manager or director of business or companies whether limited or unlimited, and generally to undertake all and any duties normally undertaken by a trust corporation and either with or without remuneration.
- (29) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were

at any time directors or officers of or in the service or employment of the Company or of any company which is a subsidiary or holding company of the Company or a subsidiary of another subsidiary of a holding company of the Company or otherwise associated with the Company and to the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of such persons and generally to make such provision for the well-being of any of the aforementioned persons as the directors see fit and, without prejudice to the generality of the foregoing, to establish, subsidise or subscribe money to any associations, societies, trusts, clubs and institutions as the directors see fit.

- (30) To establish and maintain or procure the establishment and maintenance of all forms of employee share option and share incentive schemes and such other option, incentive or bonus schemes (whether or not involving shares or securities in or of the Company) on such terms as the directors see fit.
- (31) To make payment for any charitable, benevolent, public, national, educational, general or useful purpose.
- (32) To provide technical, cultural, artistic, educational, entertainment or business facilities or services and to carry on any business involving any such provision.
- (33) Upon such terms and in such manner as the directors see fit, to enter into any arrangements with any government, authority, person or company to obtain from the same any decrees, orders, instruments, legislation, rights, charters, privileges, franchises and concessions and to carry out, give effect to, exercise and comply with the same.
- (34) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property or interest therein, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (35) To accept any shares, stock, debentures, debenture stock or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (36) To invest the moneys of the Company in any investments, and to hold, sell or otherwise deal with such investments, and to carry on the business of an investment company.

- (37) To pay all costs, charges and expenses preliminary or incidental to the formation, promotion, establishment and incorporation of the Company and the issue of its capital, including brokerage and commissions for obtaining applications for, or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (38) To procure the registration, incorporation or recognition of the Company in or under the laws of any place or country in the world.
- (39) To distribute any of the property or assets of the Company amongst its creditors and members in specie or kind.
- (40) To promote and oppose legislation in Parliament and within the the European Community.
- (41) To cease carrying on any business or activity of the Company or any part of any such business or activity, and to procure the winding up or dissolution of the Company.
- (42) To do all or any of the things or matters mentioned above in any part of the world, on any terms and in any manner as the directors see fit, and whether as principal, agent, contractor, trustee or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise.
- (43) To do all such other things as in the opinion of the directors may be carried on in connection with or ancillary to any or all of the above objects or which is capable of being carried on for the benefit of the Company.

It is hereby declared that: -

- (i) the word "company" in this Clause, except where used in reference to this Company, shall include any partnership or other body, or association of persons, whether incorporated or not and whether domiciled or resident in the United Kingdom or elsewhere; and
- (ii) the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

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

Names and Addresses
of Subscribers

Number of shares
taken by each
Subscriber

1. Michael John Cox
For and on behalf of
Gray's Inn Nominees Limited
Five Chancery Lane
London
WC2A 1LF

1

2. Michael John Cox
For and on behalf of
DH&B Nominees Limited
Five Chancery Lane
London
WC2A 1LF

1

Total shares taken

2

Dated 19

Witness to the above signatures,

Jenny Shipley
5 Chancery Lane
London
WC2A 1LF

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BURGINHALL 417 LIMITED

PRELIMINARY

1. The following regulations and (subject as provided in the articles) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") shall constitute the articles of association of the Company.
2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
3. Regulations 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

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

5. The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot unissued shares of the Company up to a maximum aggregate nominal amount of £100 provided that any such allotment is made during the period of five years from the date of incorporation of the Company.
6. Sections 89 and 90 of the Act shall not apply to the Company.

TRANSFER OF SHARES

7. The directors may, in their absolute discretion and without assigning any reason, decline to register a transfer of any share; and the first sentence of regulation 24 of Table A shall accordingly not apply to the Company.

DIRECTORS

8. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.
9. A person willing to act may be appointed as a director and any director howsoever appointed may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either:
 - (1) by an instrument delivered to the office and signed by or on behalf of a member or members holding a majority in nominal amount of the ordinary shares of the Company for the time being in issue; or
 - (2) by an ordinary resolution of the Company.

The power of removal of a director from office conferred on the Company by this article is in addition to that conferred by the Act.

10. The directors may appoint a person willing to act to be a director.
11. No director shall be required to vacate his office as a director and no person shall be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.
12. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to his spouse or former spouse and to any of his dependants and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.