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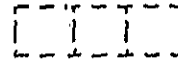
COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

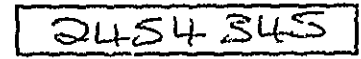
Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use



For official use

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

Name of company

* DE FACTO 165	LIMITED
----------------	---------

* Insert full
name of Company

I, Russ Patricia Braithwaite
of 6 SNOW HILL
LONDON
EC1A 2AL

Delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 21 HOLBORN VIADUCT
LONDON EC1

Declarant to sign below

Russ Braithwaite

the eighth day of December
One thousand nine hundred and eighty-nine
before me S. J. Randall

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

For and on behalf of
Travers Smith Limited

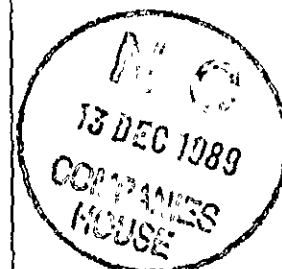
Presenter's name address and
reference (if any):

Travers Smith Braithwaite
6 Snow Hill
London EC1A 2AL

(Ref: Companies Admin.)

For official Use
New Companies Section

Post room



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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 8)

For official use

Name of company

* insert full name
of company

* DE FACTO 165 LIMITED

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

6 SNOW HILL	
LONDON	
Postcode	EC1A 2AL

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

☐

Postcode	

Number of continuation sheets attached (see note 1)

☐

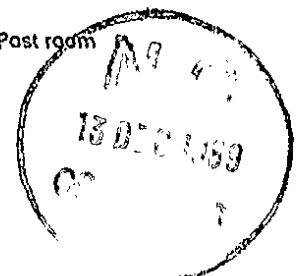
Presenter's name address and
reference (if any):

Travers Smith Braithwaite
6 Snow Hill
London EC1A 2AL

(Ref: Company Admin)

For official Use
General Section

Post room



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 (note 2) are as follows:

Please do not write in this margin

Name (note 3)		TRAVERS SMITH LIMITED		Business occupation	
				LIMITED COMPANY	
Previous name(s) (note 3)				Nationality	
Address (note 4)		6 SNOW HILL		INCORPORATED	
		LONDON		IN ENGLAND AND WALES	
		Postcode		Date of birth (where applicable)	
		EC1A 2AL		(note 6)	
Other directorships †					
I consent to act as director of the company named on page 1					
FOR AND ON BEHALF OF					
Signature		TRAVERS SMITH LIMITED		Date	
				8th December 1989	

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

Name (note 3)		TRAVERS SMITH SECRETARIES LIMITED		Business occupation	
				LIMITED COMPANY	
Previous name(s) (note 3)				Nationality	
Address (note 4)		6 SNOW HILL		INCORPORATED	
		LONDON		IN ENGLAND AND WALES	
		Postcode		Date of birth (where applicable)	
		EC1A 2AL		(note 6)	
Other directorships †					
I consent to act as director of the company named on page 1					
FOR AND ON BEHALF OF TRAVERS					
Signature		SMITH SECRETARIES LIMITED		Date	
				8th December 1989	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
		(note 6)	
		Postcode	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not write in this margin

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

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

Name (notes 3 & 7)		
TRAVERS SMITH SECRETARIES LIMITED		
Previous name(s) (note 3)		
Address (notes 4 & 7) 6 SNOW HILL		
LONDON		
Postcode		EC1A 2AL
I consent to act as secretary of the company named on page 1		
FOR AND ON BEHALF OF		
TRAVERS SMITH SECRETARIES		
LIMITED		
Signature <i>Paul Brube</i>		Date 8th December 1989

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
Postcode		
I consent to act as secretary of the company named on page 1		
Signature		Date

delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed <i>Paul Brube</i>	FOR AND ON BEHALF OF TRAVERS SMITH SECRETARIES LIMITED	Date 8th December 1989
Signed		Date
Signed <i>Paul Brube</i>	FOR AND ON BEHALF OF TRAVERS SMITH LIMITED	Date 8th December 1989
Signed		Date
Signed		Date
Signed		Date

24-54345

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

DE FACTO 165 LIMITED

-
1. The Company's name is DE FACTO 165 LIMITED
 2. The Company's registered office is to be situated in England and Wales.
 3. The Company's objects are:-
 - (A) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares and commodities dealt in or services rendered by any persons, firm or companies and to participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.

NW £1000
p20
255 759

(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 to give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), 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 in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(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) and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions 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, 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) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

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

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

(X) 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.

(Y) 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.

AND so that:-

(1) None of the objects set forth in the sub-paragraphs of this paragraph 3 shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, 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-paragraph, or by reference to or inference from the terms of any other sub-paragraph of this paragraph, or by reference to or inference from the name of the Company.

(2) None of the sub-paragraphs of this paragraph and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-paragraph, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-paragraph of this paragraph as though each such sub-paragraph contained the objects of a separate Company.

(3) The word "company" in this paragraph, 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) In this paragraph the expression "the Act" means the Companies Act 1985, but so that any reference in this paragraph to any provision of the Act shall be deemed to include a reference to

any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

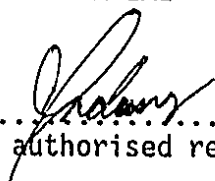
5. The Company's share capital is £1,000 divided into 1,000 Ordinary shares of £1 each.

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
------------------------------------	---

TRAVERS SMITH LIMITED
6 Snow Hill
London EC1A 2AL

1


.....
duly authorised representative

TRAVERS SMITH SECRETARIES LIMITED
6 Snow Hill
London EC1A 2AL

1



.....
duly authorised representative

TOTAL SHARES TAKEN

2

DATED the 8th day of December , 19 89

WITNESS to the above signatures:


.....

Ruth Patricia Bracken
6 Snow Hill
London
EC1A 2AL

Solicitors Clerk

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

DE FACTO 165 LIMITED

General

- 1.(a) The regulations contained in Table A scheduled to the Companies (Tables A to F) Regulations 1985 (referred to as "Table A" in these articles) shall apply to the company (except where they are excluded or modified by these articles) and such regulations (save as so excluded or modified) and these articles shall be the articles of the company. References herein to "Regulations" are to regulations of Table A. Words and expressions to which a particular meaning is ascribed in or by virtue of Table A shall bear the same respective meanings in these articles.
- (b) In these articles the expression "the Act" means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

Share capital

- 2.(a) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act 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 share capital of the company authorised but unissued at the date of adoption of these articles at any time or times during the period of five years from the date of such adoption 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 80) be renewed, revoked or varied by ordinary resolution of the company in general meeting.
- (b) Section 89(1) of the Act shall not apply to any allotment of equity securities by the company pursuant to any authority conferred on the directors pursuant to the Act.

3. Subject to the provisions of the Act the company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the holder thereof or of the company, such redemption to be effected on such terms and in such manner as the company may by resolution subject to the Act prescribe. Regulation 3 shall not apply.

Transfer of shares

4. The directors may, in their absolute discretion and without giving any reason for doing so, decline to register the transfer of any share, whether or not a fully paid share, and Regulation 24 shall not apply.

Purchase of own shares

5. Subject to the provisions of the Act, the company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into in pursuance of this article shall be authorised by such resolution of the company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the company may agree to the variation of any contract entered into in pursuance of this article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the company in pursuance of this article. Regulation 35 shall not apply.

Notice of general meetings

6. Notice of any general meeting of the company need not be given to the directors or the auditors in their respective capacities as such. Regulation 38 shall be modified accordingly.

Number of directors

7. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be one. Regulation 64 shall not apply.

Alternate directors

- 8.(a) A director, or any such other person as is mentioned in Regulation 65 may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of 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.
- (b) An alternate director 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, and the first sentence of Regulation 66 shall be varied accordingly.
- (c) An alternate director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other directors of the company and each alternate director whilst so acting shall exercise and discharge all the functions, powers and duties of the directors whom he represents and shall without prejudice to the generality of the foregoing be entitled, in the absence from the United Kingdom of the director appointing him, to sign on his behalf a resolution in writing of the directors. An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director and Regulation 67 shall not apply.
- (d) The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. If the minimum number of directors fixed by or pursuant to these articles is one, a sole director shall have authority to exercise all the powers and directions expressed in these articles to be vested in the directors generally. Regulation 89 shall not apply.

Delegation of directors' powers

9. The directors may delegate any of their powers to committees consisting of such persons (whether directors or not) as they think fit. Regulation 72 shall be modified accordingly.

Appointment and retirement of directors

10. The directors shall not be obliged to retire from office by rotation and Regulations 73 to 80 and the last sentence of Regulation 84 shall not apply.

Disqualification of directors

- 11.(a) The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 but also if he is removed from office pursuant to these articles or if he becomes incapable by reason of illness (including, without limitation, mental illness or disorder) or injury of managing or administering any property or affairs of his own or of the company and the directors resolve that his office be vacated. Regulation 81 shall be varied accordingly.
- (b) The appointment of any person to any office pursuant to Regulation 84 may at any time be revoked by the directors, without prejudice to any rights of the holder of such office in respect of such revocation.

Proceedings of directors

- 12.(a) A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notices of meetings of the directors to him at such address within the United Kingdom as he may give to the company for this purpose but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. No chairman shall have a second or casting vote. Regulation 88 shall be modified accordingly.
- (b) A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that Section. Subject where applicable to such disclosure a director may vote and count in the quorum at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and Regulations 94 and 95 shall not apply.
- (c) The directors may dispense with the keeping of attendance books for meetings of the directors or committees of the directors. Regulation 100 shall be modified accordingly.
- (d) Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

Indemnity

13. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him as such director or other officer or auditor 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 in which relief is granted to him by the court from liability. Regulation 118 shall not apply.

NAMES AND ADDRESSES OF SUBSCRIBERS

TRAVERS SMITH LIMITED
of 6 Snow Hill
London EC1A 2AL

1

.....
(duly authorised representative)

TRAVERS SMITH SECRETARIES LIMITED
of 6 Snow Hill
London EC1A 2AL

1

.....
(duly authorised representative)

2

Dated the 8th day of December 1989

WITNESS to the above signatures:

.....
Ruth Patricia Bracken

Ruth Patricia Bracken
6 Snow Hill
London
EC1A 2AL

Solicitor's clerk

FILE COPY



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

No. 2454345

I hereby certify that

DE FACTO 165 LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 20 DECEMBER 1989

P. Bevan
P. BEVAN

an authorised officer