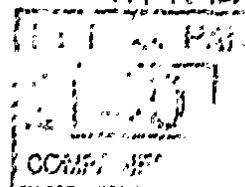


11/4/90 10



Company No. 245 4345

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

OF

DE FACTO 165 LIMITED

We, the undersigned, being all the members of the above-named company (the "Company") for the time being entitled to receive notice of, attend and vote at general meetings of the Company hereby unanimously pass the following resolutions.

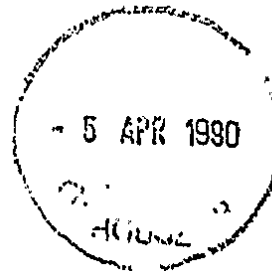
RESOLUTION

1. THAT the name of the Company be changed from "De Facto 165 Limited" to "Quester Capital Management Limited".
2. THAT the objects set forth as clause 3 of the document annexed hereto be and are hereby approved and adopted as the objects of the Company, in substitutio for, and to the exclusion of, the existing objects and the Memorandum of Association be altered accordingly.

Dated 23 March 1990

JOHN SPOONER

For and on behalf of QUESTER LIMITED



NN-17003
257 880

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

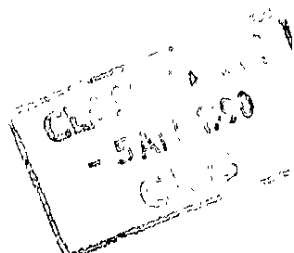
DE FACTO 165 LIMITED

(Company Number: 2454345)

(Amended by Special Resolution passed on April 1990)

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 the business of a Manager of investment funds and securities and to carry on the business of an Investment Company in all its branches and to acquire by purchase lease concession grant licence or otherwise deal in such businesses options rights privileges land buildings leases underleases stocks shares debentures bonds obligations securities reversionary interests annuities policies of assurance and other property as the Company shall deem fit and generally to hold manage develop lease sell or dispose of the same and to vary any of the investments of the Company; to act as trustees of any deeds constituting or securing any debentures debenture stock or other securities or obligations and to undertake and execute any other trusts and to enter into assist or participate in financial commercial mercantile industrial and other transactions undertakings and businesses of every description and to carry on develop and extend the same or sell dispose of or otherwise turn the same to account and to co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company.
 - (B) To act as consultants, advisers and agents in connection with the provision of investment and financial services of all descriptions and generally to carry on and transact any kind of mercantile, broking, financial, guarantee, insurance, consultancy, advisory and agency business and to provide services of all descriptions.
 - (C) To receive monies on deposit, current account or otherwise,

On April 1990 the name of the Company was changed from "DE FACTO 165 LIMITED" to "QUESTER CAPITAL MANAGEMENT LIMITED"



with or without allowance of interest, and otherwise to borrow, raise or take up money and to lend or advance money or grant or provide credit or financial accommodation, with or without security to such persons and on such terms as may be deemed expedient.

(D) To invest money 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.

(E) To establish and promote or concur or participate in — establishing or promoting any company, fund or trust and to co-ordinate, finance and manage all or any part of the businesses and operations of any company, fund or trust.

(F) To acquire and assume any estate or interest and to take options over, construct, develop, install, enlarge, alter, maintain and manage 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.

(G) 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.

(H) 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.

(I) 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.

(J) 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.

(K) 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).

(L) 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.

(M) 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.

(N) 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.

(O) 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.

(P) 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.

(Q) 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.

(R) 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.

(S) 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.

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

(U) 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.

(V) 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.

(W) 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.

(X) 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.

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

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

(AA) 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.

(BB) 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
TRIVERS SMITH LIMITED 6 Snow Hill LONDON EC1A 2AL	1
TRIVERS SMITH SECRETARIES LIMITED 6 Snow Hill LONDON EC1A 2AL	1
	<hr/>
TOTAL SHARES TAKEN	2

DATED the 8th day of December 1990

WITNESS to the above signatures:

Ruth Patricia Bracken
6 Snow Hill
LONDON
EC1A 2AL

Solicitors Clerk