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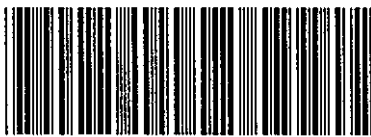
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3654348

The Registrar of Companies for England and Wales hereby certifies that
EDMUNDS GATE MANAGEMENT COMPANY LIMITED

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

Given at Companies House, Cardiff, the 22nd October 1998



N03654348K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B



BLUEPRINT
Company Secretary

12

Declaration on application for registration

Company Name in full

EDMUNDS GATE MANAGEMENT COMPANY LIMITED



* F 0 1 2 0 C 5 0 *

I, Douglas William Armour

of Deramore, Ham Lane, Elstead, Surrey, GU8 6HG

† Please 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 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Great Oak House, Dawes Court, High Street, Esher, Surrey, KT10 9QD

the

TWELFTH

day of

OCTOBER

One thousand nine hundred and ninety

EIGHT

① Please print name.

before me ①

TIM ATKINS

Signed

[Signature]

Date

12/10/1998

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

David Venus & Company
DX 36318
Esher

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

Companies House receipt date barcode

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

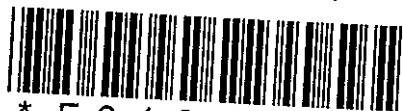
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BLUEPRINT
Company Secretary

First directors and secretary and intended situation of registered Office

Company Name in full



* F 0 1 0 0 C 5 0 *

EDMUNDS GATE MANAGEMENT COMPANY LIMITED

Proposed registered office

(PO Box numbers only, are not acceptable)

42-46 High Street

Post town

Esher

County / Region

Surrey

Postcode

KT10 9QY

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query

David Venus & Company
DX 36318
Esher

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX 235 Edinburgh

Company Secretary

Name *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s)

Douglas William

Surname

Armour

Previous Forename(s)

Previous Surname(s)

Address

Deramore

Usual residential address

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

Ham Lane

Post town

Elstead

County / Region

Surrey

Postcode

GU8 6HG

Country

England

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

Consent signature

Date

12.10.98.

Directors

Name *Style / Title

Mr

*Honours etc

Forename(s)

David Anthony

Surname

Venus

Previous Forename(s)

Previous Surname(s)

Address

86 Park Road

Usual residential address

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

Post town

Kingston Upon Thames

County / Region

Surrey

Postcode

KT2 5JZ

Country

England

Day Month Year

Date of birth

25

09

51

Nationality

British

Business occupation

Chartered Secretary

Other directorships

See Attached List

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

Consent signature

Date

12.10.98

Directors (continued)

Name *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous Forename(s)

Previous Surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e. those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

DAVID ANTHONY VENUS - LIST OF DIRECTORSHIPS

Armer Machinery Limited
Arun Housing Limited
Connaught Secretaries Limited
Cosmopolitan Cosmetics (U.K.) Limited
David Gilmour Music Limited
David Gilmour Music Overseas Limited
Gainsborough Group Plc
Gatewood Foods Limited
Greencore Holdings (UK) Limited
Greencore Newco Limited
Growth Assured Nominees Limited
Housing 2000 Limited
New Capital Partners Limited
Odlum Group UK Limited
Ryebrook Foods Limited
SLC Corporate Services Limited
SLC Registrars Limited
St Johns Square Secretaries Limited

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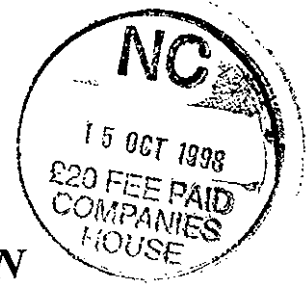
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

EDMUNDS GATE MANAGEMENT COMPANY LIMITED



- A. The Company's name is Edmunds Gate Management Company Limited.
- B. The Company's Registered Office is to be situated in England and Wales.
- C. The Company's objects are:
- (1)(a) To act as a general commercial company and in particular but without prejudice to the generality of the foregoing, to acquire certain freehold land and buildings situate at Edmunds Gate, Croft Road, Godalming, Surrey which land forms part of a residential development erected or in the course of erection to be known as Edmunds Gate aforesaid the said freehold land and buildings to be set aside in part as landscaped and recreational areas and in part as a roadway for the purposes of providing access to and egress from the residential properties and recreational buildings and facilities to be erected on the development and for the use of any adjoining or adjacent properties as may be authorised by the Company and capable of being served thereby and upon which said land certain areas are (but without prejudice to the generality of the foregoing) to be landscaped and upon, under, through, in, or over such land or part thereof are to be laid and placed sewers, drains, pipes, cables, wires, conduits, mains and other service and transmission media for the benefit and service of the said residential development and each and every part thereof and also for the benefit of any adjoining or adjacent land and buildings as aforesaid and for all other purposes or matters incidental to or in connection therewith.
- (b) To undertake the control, management, and administration of the said land, buildings, recreational facilities and all roads, landscaped areas, service and transmission media benefiting and serving the said residential development and each and every part thereof and any other adjoining or adjacent land and buildings and to undertake the repair, cleansing, renewal, replacement, landscaping, control, maintenance and



upkeep of the said land and buildings and all service and transmission media and generally to manage the same and to collect rent, service and maintenance charges and income from the owners and occupiers of the properties constructed on the residential development or from any other owners, occupiers or other persons who enjoy the benefit of such services or facilities and in connection therewith to engage and employ such servants, agents, contractors, professional advisers, engineers, gardeners and other persons as the Company may consider necessary in their absolute discretion to provide such services and to pay all rates, taxes and other outgoing costs expenses or otherwise in relation to the said land and buildings and all service and transmission media and to keep the same insured and to pay all premiums in respect thereof.

- (c) To carry on the business of proprietors and managers of flats, service suites, maisonettes, chambers, hotels, houses, offices and other accommodation and recreational buildings and facilities and to let the same on lease or agreement or otherwise and either furnished or unfurnished and to carry on the business of caterers, proprietors of restaurants, cafes, clubs, refreshment rooms, concert halls, dance halls, baths, dressing rooms, laundries, libraries, reading, writing and newspaper rooms and rooms for public or private use and places of amusement, recreational sport, entertainment, dancing and instruction and to carry on all or any of the businesses of licensed victuallers, caterers for public amusement generally, refreshment contractors, provision merchants, bakers, confectioners, tobacconists, market gardeners, dairymen, butchers, livery, stable keepers, garage proprietors, motor car hirers and storers, dealers in petrol, oil and other motor requisites or accessories, insurance agents, property repairers and jobbers, house, land and estate agents and general merchants, agents, factors, traders and brokers and to manufacture, buy, sell and trade in goods, wares, merchandise, produce, commodities, articles and things of every description capable of being used in connection with the foregoing businesses or any of them, or likely to be required by any of the customers of or persons having dealings with the Company.
- (2) To carry on any other business which may seem capable of being conveniently carried on in connection with any of the businesses aforesaid or otherwise calculated, directly or indirectly, to enhance the value of or render more profitable any of the Company's property or rights.
- (3) To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.

- (4) To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may be conveniently used with or may enhance the value of any other property of the Company.
- (5) To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings of any kind whatsoever, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (6) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this 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 limiting competition, 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, Debenture Stock, or Securities so received.
- (7) 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, licences, trade marks, designs, protections, and concessions, and to 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 and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (8) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (9) 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.

- (10) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, or lien 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, or lien to secure and guarantee the performance by the Company or any obligation or liability it may undertake.
- (11) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (12) To invest and deal with the moneys of the Company not immediately required in such way or upon such security and in such manner as may from time to time be determined.
- (13) To enter into any arrangements with any Governments or Authorities or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (14) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (15) To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (16) To remunerate any person, firm, or company rendering services to this Company.
- (17) 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 members, Directors or employees, or may be connected with any town or place where the Company carries on business

- (18) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (19) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.
- (20) 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 or any company purchasing the same.
- (21) 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, Debentures, Debenture Stock, or other Securities of this Company.
- (22) To procure the Company to be registered or recognised in any part of the world.
- (23) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

D. The income and property whatsoever and wheresoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as herein set forth and no part thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus, or otherwise herein contained shall prevent the payment in good faith to any Director, officer or servant of the Company or to any member of the Company in return for services rendered to the Company.

E. The liability of the Members is limited.

F. The Company's Share Capital is £80.00 divided into 2 "A" Ordinary Shares of £10.00 each and 6 "B" Ordinary Shares of £10.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred or other special rights, privileges, conditions or restrictions as to, capital, voting or otherwise.

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
David Anthony Venus 42-46 High Street Esher Surrey KT10 9QY	One 'A'
Douglas William Armour 42-46 High Street Esher Surrey KT10 9QY	One 'A'
Total shares taken	Two 'A'
Dated this 12 day of October 1998.	
WITNESS to the above signatures:	Nicky Hyde 42-46 High Street Esher Surrey KT10 9QY

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EDMUNDS GATE MANAGEMENT COMPANY LIMITED

Preliminary

1 (a) Subject as hereinafter provided the regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called 'Table A') shall apply to the Company but in case of any variation or inconsistency between these Articles and Table A, these Articles shall prevail.

(b) Regulations 23, 24, 40, 54, 64, 94, 95, 73 to 75 inclusive, 102 to 108 inclusive, and 109 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations contained in or made applicable by Table A (subject to any modifications herein) shall constitute the Regulations of the Company.

2 In these Articles, except where the context otherwise requires, the following words shall have the following meanings:-

"Director" shall have the same meaning as defined by Section 741 of the Companies Act 1985.

"the properties" means the dwellinghouses, flats or maisonettes referred to in clause C(1)(a) of the Memorandum of Association of the Company.

"owner" in reference to any of the properties means any person or corporation who possesses or is entitled to acquire the freehold or leasehold interest in any of the properties, any successor in title to any such person or corporation and personal representatives of any such person.

"ownership" in relation to a property shall have a corresponding meaning.

Private Company

3 The Company is a private limited company within the meaning of the Companies Act 1985 and accordingly no shares or debentures of the Company shall be offered to the public.

Shares

4 The share capital of the Company is £80.00 divided into 2 "A" Ordinary Shares of £10.00 each (hereinafter called "A" Shares) and 6 "B" Ordinary Shares of £10.00 each (hereinafter called "B" Shares).

(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 (6) 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) In accordance with Section 91 of the Companies Act 1985 Sections 89(1) and 90 of the said Act shall not apply to the Company.

5 The Company may from time to time by special resolution increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe and may by special resolution prescribe the manner in which such new shares shall be issued. In regulations 2 and 32 of Table A the words "Special Resolution" shall be substituted for the words "Ordinary Resolution".

6 (a) (i) Each "B" Share shall be referable to a specific property. The Directors shall forthwith upon being requested so to do by the owner of a property (in respect of which no share has then been issued) have authority for the purposes of Section 80 of the Companies Act 1885 at any time within five years of the date of incorporation of the Company to allot and issue to such owner one "B" Share and such share shall thereafter be the share referable to such property.

(ii) The Directors shall have power at any time within five years of the date of incorporation of the Company to issue and allot the "A" Shares in the capital of the Company at their discretion.

(b) Any person who is not the owner of a property shall not be entitled to hold any "B" Shares in the capital of the Company.

(c) Each "B" Share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the property to which it is referable and in the case of any such transfers the Directors, upon production to them of a duly stamped stock transfer form in respect of the share and satisfactory evidence that the transfer is in favour of the owner of the property to which the share is referable under the terms hereof shall pass and register such transfer. The Directors shall not register

any transfer to any person who is not the owner of the property to which the share is referable.

(d) The price to be paid upon the transfer of any share shall in default of agreement between the transferor and the transferee be the nominal value thereof.

(e) If the holder of a "B" Share shall die or be adjudicated bankrupt, his legal personal representative(s) or the trustees in his bankruptcy shall be entitled to be registered as the holder of the said "B" Share provided he or they shall for the time being be the owner of the property formerly owned by the deceased or bankrupt shareholder.

(f) If at any time the holder of a "B" Share shall not be the owner of the property to which such share is referable, the Directors may authorise some other person to execute on behalf of and as attorney for such holder a transfer of the "B" Share held by him to the owner of the property to which such share is referable, and the Company may receive the purchase money and shall thereupon cause the name of the transferee to be entered in the register of members as the holder by transfer of the share and shall hold the purchase money in trust for the previous holder. The receipt of the Company for the purchase money shall be a good discharge to the transferee who shall not be bound to see the application thereof and after the name or the names of the transferee is or has been entered in the register of members in purported exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person.

(g) If more than one person is jointly the owner of a property such persons shall jointly hold the "B" Share in the Company referable to such property but shall have only one vote in right of such "B" Share which shall be cast by the holder whose name first appears in the register of members.

7 The lien conferred by Regulation 8 in Table A shall attach also to fully paid up shares. Regulation 8 in Table A shall be modified accordingly.

8 The lien conferred by Regulation 8 of Table A shall attach to fully paid shares and to all shares 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.

9 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 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

10 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 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.

11 Subject to any special rights as to voting upon which any shares for the time being are held, on a show of hands every member entitled to vote who (being an individual) is present in person or (being a corporation) is represented in accordance with Section 375 of the Act shall have 1 vote and on a poll every member shall have 50 votes for every "A" Share held by him and 1 vote for every "B" Share held by him provided that from after the date when all the "B" Shares in the original capital of the Company have been issued and allotted each such "A" Share shall cease to confer any voting rights whatsoever and shall be transferred to and be held by the then Directors of the Company.

Directors

12 Unless and until otherwise determined by the Company in general meeting, there shall be no maximum number of Directors and the minimum number of Directors shall be two and the names of the first directors shall be determined in writing by the subscribers of the Memorandum of Association. A sole director shall have the authority to exercise all the powers and discretions expressed to be vested in the directors generally. The quorum for the transaction of the business of the Directors shall be reduced as appropriate. Regulation 64 in Table A shall not apply to the Company.

13 The shareholding qualification for the directors shall be the holding of at least one share in the Company.

14 Every Director shall be a permanent director of the Company not subject to retirement by rotation unless the instrument of his appointment so provides. A director shall, subject to the provisions of Regulation 81 of Table A and Regulation 18 hereof and Section 295 of the Act, be entitled to hold office as long as he shall live unless he shall be removed from office by a Resolution of the Company in general meeting.

15 No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

16 A Resolution in writing signed or approved by letter, telegram or cablegram by each director or his alternate shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.

17 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons meeting in this manner shall be deemed to constitute presence in person at such meeting.

18 The office of a Director shall be vacated if :-

(a) he ceases to be a Director by virtue of any provision of the Companies Act 1985 or he becomes prohibited by law from being a Shareholder Director; or

(b) he becomes bankrupt; or

(c) he is, or may be, suffering from mental disorder and either:-

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(d) he resigns his office by notice to the company; or

(e) he shall for whatever reason cease to be the holder of any "A" Ordinary Shares in the capital of the Company.

Regulation 81 of Table A shall not apply to the Company.

Powers of Directors

19 The quorum for the transaction of the business of the Directors may fixed by the Directors and unless so fixed at any other number shall be two.

Regulation 89 in Table A shall be amended accordingly.

20 Unless and until otherwise directed by Special resolution of the Company in general meeting the Directors shall endeavour to carry out the objects of the Company without profit to the Company, but they may in their absolute discretion make provisions for creating and setting aside a reasonable reserve fund or funds for any general or particular purpose or purposes.

21 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 Regulations 94 to 97 in Table A shall be modified accordingly.

22 No Director or officer, other than the auditor, shall receive any remuneration for his services unless otherwise resolved by the Company in general meeting by special resolution.

Alternate Directors

23 (a) Each director shall have power from time to time to nominate any person to act as his alternate director and at his discretion to remove such alternate director.

(b) An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors and shall be entitled to receive notices of all meetings of the directors and to attend speak and vote at any such meeting at which his appointor is not present.

(c) One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.

(d) Any appointment or removal of an alternate director may be made by letter, cable, telex, telegram or radiogram or in any other manner approved by the directors. Any cable, telegram or radiogram shall be confirmed as soon as possible by letter but may be acted upon by the Company meanwhile.

(e) If a director making any such appointment as aforesaid shall cease to be a director otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.

(f) A director shall not be liable for the acts and defaults of any alternate director appointed by him.

(g) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

Expenses

24 Each owner shall from time to time and whenever called upon by the Company so to do contribute equally or in such proportions as the Directors may determine to all expenses and losses which the Company shall incur on their behalf and in respect of which they are not otherwise bound to contribute in their capacity as owners.

Dividends and Capitalisation

25 The Company shall not at any time declare any dividend or make any bonus issue upon any of its shares and if in any year the Company shall not have expended all of its income the surplus shall be transferred to a reserve account to meet future contingencies of the Company.

The Seal

26 The seal, if any, shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

Regulation 101 of Table A shall not apply to the Company.

Indemnity

27 (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 judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 727 of the Companies Act 1985, 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 310 of the Companies Act 1985.

(b) The Directors shall have power to purchase and maintain an insurance policy for any Director, Officer or Auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the said Act from and after bringing into force of Section 137 of the Companies Act 1989.

(c) Accordingly Regulation 118 in Table A shall not apply to the Company.

Winding -Up

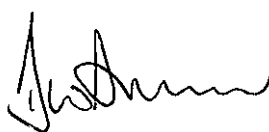
28 If at any time a Resolution of the Company shall be passed to wind up the Company, the liquidator shall pay out in the management, administration maintenance and improvement of the matters referred to in clause C(1)(a) of the Memorandum of Association of the Company over and above the amount of the paid up capital of the Company to the intent that upon any liquidation of the Company the shareholders shall only receive the amount of the capital paid up or credited as paid up in respect of the shares held by them receptively.

Names and Addresses of Subscribers

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42-46 High Street
Esher
Surrey
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Douglas William Armour
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Dated this 12 day of October 1998.

WITNESS to the above signatures:



Nicky Hyde
42-46 High Street
Esher
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