

FILE COPY



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

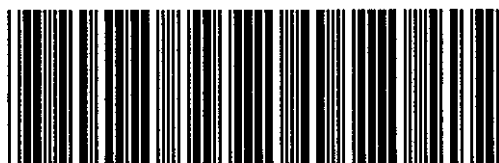
Company No. 3773673

The Registrar of Companies for England and Wales hereby certifies that

ADVANTAGE FINANCE LIMITED

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

Given at Companies House, London, the 14th May 1999



N03773673N

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

03773673

Company Name in full

Advantage Finance Limited



* F 0 1 2 0 F 1 0 *

I, Ingrid Walters

of 18 Southampton Place, London WC1A 2AJ

† 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

I. Walters

Declared at 18 Southampton Place, London WC1A 2AJ

the 14th

day of May

One thousand nine hundred and ninety

Nine

① Please print name.

before me ①

MICHELLE MOLLAGHAN

Signed

M. Mollaghan

Date

14 May 1999

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

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.

edge ellison (Ref: ALJ/0514-01.12)

18 Southampton Place

London

WC1A 2AJ

Tel 0171 404 4701

DX number DX: 37984 DX exchange London/Kingsway

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**

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

03773673

Company Name in full

Advantage Finance Limited



* F 0 1 0 0 F 1 0 *

Proposed Registered Office

(PO Box numbers only, are not acceptable)

18 Southampton Place, London

Post town London

County / Region

Postcode WC1A 2AJ

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.

x

Agent's Name

edge ellison

Address

18 Southampton Place

Post town London

County / Region

Postcode WC1A 2AJ

Number of continuation sheets attached

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.

edge ellison
18 Southampton Place
London
WC1A 2AJ
Ref: ALJ/0513-07 Tel 0171 404 4701
DX numberDX: 37984 DX exchange London/Kingsway

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**

Company Secretary (see notes 1-5)

Company name Advantage Finance Limited

NAME *Style / Title

*Honours etc

Forename(s)

* Voluntary details

Surname

Rutland Secretaries Limited

Previous forename(s)

Previous surname(s)

Address

18 Southampton Place

Usual residential address

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

Post town

London

County / Region

Postcode

WC1A 2AJ

Country

Consent signature

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

J.L. Walters For and on behalf
of Rutland Secretaries Limited

Date

14 May 1999

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Rutland Directors Limited

Previous forename(s)

Previous surname(s)

Address

18 Southampton Place

Usual residential address

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

Post town

London

County / Region

Postcode

WC1A 2AJ

Country

Date of birth

Day Month Year

Nationality

Business occupation

Other directorships

Consent signature

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

J.L. Walters For and on behalf
of Rutland Directors Limited

Date

13 May 1999

Directors (continued)

(see notes 1-5)

NAME	*Style / Title		*Honours etc							
	Forename(s)									
	Surname									
* Voluntary details	Previous forename(s)									
	Previous surname(s)									
	Address									
Usual residential address										
For a corporation, give the registered or principal office address.	Post town									
	County / Region		Postcode							
	Country									
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td> </td><td> </td><td> </td></tr></table>	Day	Month	Year				Nationality	
Day	Month	Year								
	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**

J. L. Waller
edge elson

Date

14 May 1999

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**

Company Number:

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

Advantage Finance Limited

-
- 1 The Company's name is **"Advantage Finance Limited"**
 - 2 The Company's Registered Office is situated in England and Wales
 - 3 The Company's objects are:-
 - 3.1 To carry on business as a general commercial company
 - 3.2 To carry on such business in any part of the World
 - 3.3 To acquire and take over any businesses or undertakings carried on upon, or in connection with any land or building which the Company may have acquired or desire or propose to acquire or carry on or dispose of, remove or put an end to any such business or otherwise deal with it as may seem expedient
 - 3.4 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or assets
 - 3.5 To purchase or by any other means acquire, hold or deal in any freehold, leasehold, or other property or any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and building, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels or things and any form of real or personal property or rights which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company
 - 3.6 To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm or company in doing any

NJWC E106
BB 155068
SIDAY
10FL

of these things, and to work, manage and control these or join with others in so doing

- 3.7 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, brevets d'invention, licenses, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses 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
- 3.8 To acquire 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 this Company is authorised to carry on, and as part of the consideration for such acquisitions to accept 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 and to give or accept by way of consideration for any of these acts or things or property acquired, any Shares, Debenture, 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
- 3.9 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 or rights of the Company
- 3.10 To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined
- 3.11 To lend and advance money or give credit to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property, and assets, present and future, and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premiums) of, and the dividends or interest on any debenture stock, shares or other securities of any company, firm or person, and in particular (but without limiting the generality of

the foregoing) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985), or a subsidiary (as defined by the said Section) of the Company or the Company's holding company or otherwise associated with the Company in business

- 3.12 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 (perpetual or otherwise) 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 of any obligation or liability that it may undertake
- 3.13 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of trading, warrants, debentures, and other negotiable or transferable instruments
- 3.14 To apply for, promote, and obtain any Act of Parliament, provisional Order, or License of the Board 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 expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to the prejudice of the Company's interests
- 3.15 To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), 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 which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions
- 3.16 To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company whether or not 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
- 3.17 To act as a holding company (as defined by Section 736 of the Companies Act 1985)
- 3.18 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contacts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others

- 3.19 To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- 3.20 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 securities of this Company
- 3.21 To support and subscribe to any charitable or public objects, and any institution, society, or club which may be for the benefit of the Company or its employees or any such other company or person as mentioned below, 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 to any persons who are or have been Directors or Officers 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 is allied to or associated in business with the Company or with any such subsidiary company or any business acquired by the Company, and to the wives, widows, children, and other relatives and dependants of such persons to make payment 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 such persons and of their wives, widows, children and other relatives and dependants
- 3.22 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
- 3.23 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
- 3.24 To distribute among Members of the Company in kind any property of the Company and in particular any shares, debentures, or securities of any other company belonging to this Company or of which this Company may have the power of disposing

- 3.25 To procure the Company to be registered or recognised in any part of the world
- 3.26 To form and participate in partnerships of whatever nature, and without prejudice to the generality of the foregoing, whether limited, unlimited or general
- 3.27 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

- 4 The liability of the Members is limited
- 5 The share capital of the Company is £10,000 divided into 10,000 ordinary shares of £1 each

WE, the subscriber to this Memorandum, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set out opposite our name

NAMES AND ADDRESSES OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER
RUTLAND DIRECTORS LIMITED 18 Southampton Place London WC1A 2AJ <i>J. J. Walters For and on behalf of Rutland Directors Ltd</i>	ONE

DATED 14 May 1999

WITNESS to the above signature:

Abbi Jackson
18 Southampton Place
London
WC1A 2AJ



Legal Assistant

Company Number :

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

Advantage Finance Limited

1 PRELIMINARY

- 1.1 Regulations 3, 24, 64, 81, 87 and 99 of Table A in the Statutory Instrument No. 805 of 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") will not apply to the Company. These Articles together with the remaining Regulations of Table A modified in accordance with the Articles will constitute the Regulations of the Company
- 1.2 In these regulations the "Act" means the Companies Act 1985 (as amended)

2 CAPITAL

- 2.1 Subject to Article 2.2 the shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may think fit subject in the case of any shares forming part of any increased capital directions as to their allotment or disposal being given by the Company in general meeting at the time of their creation
- 2.2
- 2.2.1 After the initial allotment of shares by the Directors any further shares proposed to be issued will be offered to the Members in proportion (so far as possible) to the number of the existing shares held by each of them unless the Company by Special Resolution otherwise directs. The offer will be made by notice specifying the number of shares

offered, and a period (of not less than fourteen days) within which the offer, if not accepted, will be deemed to be declined

2.2.2 After the expiration of that period, the shares deemed to be declined will be offered (again in the proportion to their shareholding) to the persons who have, within the period specified, accepted all the shares offered to them pursuant to clause 2.2.1. This further offer will be made in the same manner and specify the same period for acceptance as the original offer

2.2.3 Any shares not accepted pursuant to clause 2.2.1 and clause 2.2.2 or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by a Special Resolution of the Company will be under the control of the Directors. They may allot, grant options over or otherwise dispose of these shares to such persons, on such terms, and in such manner as they think fit. However, these shares must not be disposed of on terms which are more favourable to the subscribers to them than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Sections 89 and 90 of the Act will not apply to the Company

2.3 Subject to Article 2.2 the Directors are authorised in accordance with Section 80 of the Act to exercise any power of the Company (and in particular the power contained in Article 2.1 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company. This power will be exercisable at any time before the date of the fifth anniversary of incorporation of the Company. After this date the authority will expire except that the Directors may allot shares after the expiry in pursuance of any agreement or offer to allot made before the date of expiry. This authority may be revoked, varied or renewed (but not for more than five years at a time) by Ordinary Resolution

2.4 Subject to the provisions of Chapter VII of Part V of the Act any shares may be issued on terms that they are, or at the option of the Company are liable, to be redeemed

2.5 Subject to Chapter VII of Part V of the Act the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise

2.6 Subject to Chapter VI of Part V of the Act the Company may give financial assistance for the purpose of or in connection with any acquisition of shares

made or to be made in the Company or its holding company (as such expression is defined in the Act) for the time being

3 SHARE CERTIFICATES

- 3.1 Regulation 6 of Table A shall be amended by the insertion of the words ". . . or signed by any two Directors or any one Director and the Company Secretary . . ." after the words "Every certificate shall be sealed with the seal . . .".

4 TRANSFER OF SHARES

- 4.1 The Directors, in their absolute discretion and without assigning any reason whatsoever, may decline to register the transfer of any share whether or not it is a fully paid share

5 PROCEEDINGS AT MEETINGS

- 5.1 All meetings other than the Annual General Meeting of the Company shall be referred to as Extraordinary General Meetings. All business transacted at an Extraordinary General Meeting of the Company shall be referred to as special and will be subject to regulation 38 of Table A
- 5.2 Notices convening any General Meeting shall comply with Section 372(3) of the Act thereby notifying Members of their right to appoint proxies
- 5.3 Save while the Company is, from time to time, a wholly owned subsidiary (as such expression is defined in the Act) or single member company, no business shall be transacted at a General Meeting unless a quorum comprising of at least two members who are also entitled to vote is present. If such a quorum is not present within half an hour of the time appointed for an adjourned meeting then notwithstanding the provisions in regulation 41 of Table A the meeting may be dissolved. While the Company is a wholly owned subsidiary or single member company its sole member shall comprise a quorum

6 VOTES OF MEMBERS

- 6.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person will have one vote, and on a poll every Member will have one vote for each share of which he is a holder

7 DIRECTORS

- 7.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company will declare the nature of his interest at a meeting of the Directors or a committee of the Directors in accordance with Section 317 of the Act. A Director who has disclosed his interest may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such director will be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered. Regulations 94 and 95 of Table A will not apply to the Company
- 7.2 Other than the office of Auditor, a Director may hold any other office or profitable position with the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine
- 7.3 The Directors will not be subject to retirement by rotation. Regulations 73 to 75 of Table A will not apply and all other references in Table A to retirement by rotation shall be disregarded and Table A shall be construed accordingly
- 7.4 Any Director may act by himself or through his firm in a professional capacity for the Company. He or his firm will be entitled to remuneration for professional services as if he were not a Director; although this does not authorise a Director to act as Auditor for the Company
- 7.5 The office of a Director will be vacated:-
- 7.5.1 if by notice in writing to the Company he resigns the office of Director;
 - 7.5.2 if he becomes bankrupt or insolvent, or enters into an arrangement with his creditors;
 - 7.5.3 if he becomes of unsound mind; or
 - 7.5.4 if he is prohibited from being a Director by any Court order, or he is otherwise disqualified from being a Director

8 POWERS OF DIRECTORS

- 8.1 In addition to and without limitation of any other powers they have the Directors may:-

- 8.1.1 either alone or with any subsidiaries of the Company or companies with which it is associated in business establish and make contributions out of the Company's moneys to any schemes or funds providing pensions, annuities, sickness or compassionate allowances, life assurance benefits, donations, gratuities or other benefits for employees. Employees will include for the purpose of this Article 8.1.1 any director who may hold or have held any office or position with the Company and ex-employees of the Company and of any subsidiary or associated company and their wives, widows, relatives or dependants;
- 8.1.2 pay, enter into agreements to pay or make grants revocable or irrevocable (whether subject to any terms and conditions) of pensions or other retirement, superannuation, death or disability benefits to employees in addition to any monies due to an employee under a scheme established under Article 8.1.1. Any pension or benefit granted, pursuant to this Article, may be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement;
- 8.1.3 procure the establishment and subsidy of or subscription to and support of any institutions, association, clubs, funds or trusts calculated to be for the benefit of any employee or to advance the interests and well-being of the Company or of any subsidiary or associated company, or its members; and
- 8.1.4 may make payment for or towards the insurance of these people and subscriptions or guarantees of money for charitable or benevolent, general or useful objects

9 BORROWING POWERS

9.1 The Directors may:-

- 9.1.1 exercise all the powers of the Company to borrow and lend money and to mortgage or charge all or part of its undertaking, property, assets (both present and future) and uncalled capital; and
- 9.1.2 issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligations of the Company or its holding company (if any) or any subsidiary of the Company or its holding company or of any third party. For these purposes the expressions "holding company" and "subsidiary" shall have the same meaning as in the Act

10 **QUORUM**

- 10.1 The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board, and unless so fixed shall be four. For the purpose of determining whether the quorum for the transaction of the business of the Board exists resolutions may be agreed by Directors by telephone and any Director consulted by telephone about the resolution will be counted in the quorum. In the case of an equality of votes, the Chairman shall have a second or casting vote

11 **MANAGING DIRECTORS AND MANAGERS**

- 11.1 The Directors may from time to time appoint one or more of their number to the office of Managing Director for such period and on such terms as they think fit. The appointment may be revoked by the Directors at any time and for any reason. A Managing Director's appointment will automatically be terminated if he ceases for any reason to be a Director

12 **SECRETARY**

- 12.1 The Secretary will be appointed by the Directors on such terms as they think fit and any Secretary appointed may be removed by them. If at any time there is no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary

NAMES AND ADDRESSES OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER
RUTLAND DIRECTORS LIMITED 18 Southampton Place London WC1A 2AJ <i>f.l. Walters</i> <i>For and on behalf of</i> <i>Rutland Directors Ltd</i>	ONE

DATED 14 May 1999

WITNESS to the above signature:



Abbi Jackson
18 Southampton Place
London
WC1A 2AJ

Legal Assistant