

FILE COPY



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

Company No. 4177408

The Registrar of Companies for England and Wales hereby certifies that
NOTSALLOW 141 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 12th March 2001



N04177408I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Declaration on application for registration

Company Name in full

NOTSALLOW 141 LIMITED



F0120E60

I, JANE ANN SAUNDERS

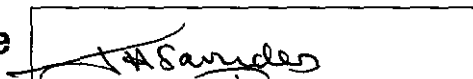
of BRIERLY PLACE, NEW LONDON ROAD, CHELMSFORD, ESSEX,
CM2 0AP

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.

† Please delete as appropriate.

Declarant's signature



Declared at WOLLASTONS, BRIERLY PLACE, NEW LONDON ROAD,
CHELMSFORD, ESSEX, CM2 0AP

the SEVENTH

day of MARCH

~~One thousand nine hundred and ninety~~

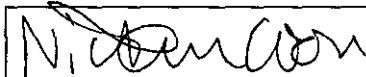
TWO THOUSAND AND ONE

① Please print name.

before me ①

NICHOLAS DAVID COOK

Signed



Date

07.03.2001

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.

WOLLASTONS, BRIERLY PLACE, NEW LONDON ROAD,
CHELMSFORD, ESSEX, CM2 0AP

Tel 01245 211216

DX number 89703

DX exchange CHELMSFORD 2

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



A33
COMPANIES HOUSE

0686
10/03/01



Company Secretarial and
Compliance Software

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final
page

Company Name in full

NOTSALLOW 141 LIMITED



F0100E60

Proposed Registered Office

WOLLASTONS

(PO Box numbers only, are not acceptable)

BRIERLY PLACE, NEW LONDON ROAD

Post town

CHELMSFORD

County / Region

ESSEX

Postcode CM2 OAP

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

3

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.

WOLLASTONS, BRIERLY PLACE, NEW LONDON ROAD,

CHELMSFORD, ESSEX, CM2 OAP

Tel 01245 211216

DX number 89703

DX exchange CHELMSFORD 2



A33
COMPANIES HOUSE

AEYLMYTK

0667
10/03/01

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

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or

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

DX 33050 Cardiff

DX 235 Edinburgh
Page No: 1

Company Secretary

(See notes 1-5)

Company name NOTSALLOW 141 LIMITED

Name *Style/Title MISS

*Honours etc

* Voluntary details

Forename(s) JANE ANN

Surname SAUNDERS

Previous forename(s)

Previous surname(s)

Address

'HEYRONS'

Usual residential address

HIGH EASTER

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

Post town CHELMSFORD

County / Region ESSEX

Postcode CM1 4QN

Country ENGLAND

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

Consent signature



Date

7/3/01

Directors

(See notes 1-5)

Please list directors in alphabetical order

Name *Style/Title MISS

*Honours etc

Forename(s) JANE ANN

Surname SAUNDERS

Previous forename(s)

Previous surname(s)

Address

'HEYRONS'

Usual residential address

HIGH EASTER

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

Post town CHELMSFORD

County / Region ESSEX

Postcode CM1 4QN

Country ENGLAND

Date of Birth

Day Month Year

27

04

1958

Nationality BRITISH

Business occupation LEGAL ASSISTANT

Other directorships As per attached list

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

Consent signature



Date

7/3/01

Directors

(continued)

(See notes 1-5)

Name

*Style/Title

MR

*Honours etc

Forename(s)

RICHARD HUGH

* Voluntary details

Surname

WOLLASTON

Previous forename(s)

Previous surname(s)

Address

'HEYRONS'

Usual residential address

HIGH EASTER

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

Post town

CHELMSFORD

County / Region

ESSEX

Postcode

CM1 4QN

Country

ENGLAND

Date of Birth

Day

Month

Year

23

08

1947

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

As per attached list

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

Consent signature

Date

7/3/01

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



Company Secretarial and
Compliance Software

Company Name NOTSALLOW 141 LIMITED			
Name & Address	Appointment	Resignation	Company Name
SAUNDERS, JANE ANN 'HEYRONS', HIGH EASTER, CHELMSFORD, ESSEX, CM1 4QN, ENGLAND	18/09/1996	01/04/1997	SALCO HOLDINGS LIMITED
	24/10/1996	20/11/1996	SMOKEHOUSE STATION LIMITED
	17/01/1997	23/05/1997	J Mattison Contracts Limited
	17/04/1997	30/04/1997	AKENHAM HALL LIMITED
	17/04/1997	30/04/1997	T.J. WHEATON LIMITED
	17/04/1997	06/05/1997	NOTSALLOW EIGHTY-FOUR LIMITED
	17/04/1997	05/01/1998	Food & Drink Holdings Limited
	11/06/1997	18/03/1998	VIRGIN DIRECT LEASING COMPANY LIMITED
	12/06/1997	06/01/1998	PULSE PUBLICATIONS COMPANY LIMITED
	28/07/1997	09/03/1998	MBI ELECTRONIC SERVICES LIMITED
	28/07/1997	12/12/1997	KRAMER LEE & ASSOCIATES LIMITED
	05/08/1997	14/11/1997	PATHFINDER FUND INTERNATIONAL
	05/02/1998	25/02/1998	NOTSALLOW NINETY LIMITED
	05/02/1998	22/06/1998	NOTSALLOW NINETY-ONE LIMITED
	05/02/1998	19/08/1998	CARLTON BARCLAY GROUP LIMITED
	03/03/1998	22/10/1998	NOTSALLOW NINETY-THREE LIMITED
	03/03/1998	31/07/1998	NOTSALLOW NINETY-FOUR LIMITED
	02/07/1998	02/07/1998	TRENT HOUSE (IPSWICH) LIMITED
	02/07/1998	27/07/1998	BIODIESEL (UK) LIMITED
	02/07/1998	09/11/1998	NOTSALLOW NINETY-SIX LIMITED
	14/08/1998	02/10/1998	NOTSALLOW NINETY-EIGHT LIMITED
	14/08/1998	02/10/1998	NOTSALLOW NINETY-SEVEN LIMITED
	09/10/1998	24/11/1998	NOTSALLOW 100 LIMITED
	09/10/1998	29/10/1998	FORESIGHT RETAIL LIMITED
	20/10/1998	17/11/1998	SafetyOnline Internet Limited
	20/10/1998		CLARENDON CERAMICS LTD
	25/11/1998	26/04/1999	WHITEFLOWER LIMITED
	25/11/1998	25/11/1998	NOTSALLOW 104 LIMITED
	13/01/1999	29/01/1999	NOTSALLOW 105 LIMITED
	13/01/1999	15/02/1999	NOTSALLOW 106 LIMITED
	19/02/1999	19/02/1999	NOTSALLOW 107 LIMITED
	19/02/1999	19/02/1999	NOTSALLOW 108 LIMITED
	10/03/1999	24/03/1999	OFFICE & TECHNICAL SUPPORT LIMITED
	10/03/1999	24/03/1999	NOTSALLOW 109 LIMITED
	25/03/1999		NOTSALLOW 112 LIMITED
	25/03/1999	21/05/1999	NOTSALLOW 111 LIMITED
	16/04/1999	21/05/1999	TRENT HOUSE (RESIDENTIAL) LIMITED
	11/05/1999		NOTSALLOW 113 LIMITED
	11/05/1999		THINKING WITH OUR HEADS COMPANY LIMITED
	23/09/1999	23/09/1999	NOTSALLOW 116 LIMITED
	23/09/1999	23/09/1999	NOTSALLOW 115 LIMITED
	23/09/1999	06/01/2000	NOTSALLOW 117 LIMITED
	17/12/1999		NOTSALLOW 118 LIMITED
	17/12/1999	10/04/2000	CAREERSIN.COM LIMITED
	19/01/2000	29/02/2000	TARGET PUBLISHING LIMITED
	03/02/2000	24/03/2000	ROLINX PLASTICS COMPANY LIMITED
	03/02/2000		ELEKTRON LIMITED
	15/02/2000	15/02/2000	THAMES ESTUARY FLYING CLUB (2000) LIMITED
	15/02/2000		BUSINESS TWO BUSINESS WORKS LIMITED
	13/03/2000	12/06/2000	NOTSALLOW 125 LIMITED
	13/03/2000	24/03/2000	DOCMAN UK LIMITED
	28/03/2000		NOTSALLOW 127 LIMITED
	28/03/2000		NOTSALLOW 126 LIMITED
	18/04/2000		NOTSALLOW 129 LIMITED
	18/04/2000		NOTSALLOW 128 LIMITED
	24/05/2000	02/06/2000	NEW TPJ LTD
	26/06/2000		NOTSALLOW 130 LIMITED
	26/06/2000		NOTSALLOW 131 LIMITED
	26/07/2000		BATES FOODS LIMITED
	26/07/2000		CHELMER CARGO SERVICES LIMITED
	27/07/2000		CCS HOLDINGS LIMITED
	26/09/2000		THAMES GATEWAY SOUTH ESSEX LIMITED
	13/10/2000		FMW RISK SERVICES LIMITED
	17/10/2000		ORRIDGE INVENTORY SERVICES LIMITED
	23/10/2000		NOTSALLOW 132 LIMITED
	23/10/2000		NOTSALLOW 133 LIMITED
	13/12/2000		IMIC (UK) LIMITED

Company Name			
NOTSALLOW 141 LIMITED			
Name & Address	Appointment	Resignation	Company Name
SAUNDERS, JANE ANN	13/12/2000 30/01/2001 30/01/2001 30/01/2001		NOTSALLOW 134 LIMITED AOC (EUROPE) LIMITED NOTSALLOW 137 LIMITED NOTSALLOW 138 LIMITED
WOLLASTON, RICHARD HUGH 'HEYRONS', HIGH EASTER, CHELMSFORD, ESSEX, CM1 4QN, ENGLAND	12/07/1985 05/11/1987 22/01/1993 29/02/1996 18/09/1996 24/10/1996 17/01/1997 17/04/1997 17/04/1997 17/04/1997 17/04/1997 11/06/1997 12/06/1997 28/07/1997 28/07/1997 05/02/1998 05/02/1998 05/02/1998 03/03/1998 03/03/1998 02/07/1998 02/07/1998 02/07/1998 14/08/1998 14/08/1998 09/10/1998 09/10/1998 20/10/1998 20/10/1998 25/11/1998 25/11/1998 13/01/1999 13/01/1999 19/02/1999 19/02/1999 10/03/1999 10/03/1999 25/03/1999 25/03/1999 16/04/1999 11/05/1999 11/05/1999 16/08/1999 23/08/1999 23/09/1999 23/09/1999 23/09/1999 17/12/1999 17/12/1999 19/01/2000 03/02/2000 03/02/2000 15/02/2000 15/02/2000 13/03/2000 13/03/2000 28/03/2000 28/03/2000 18/04/2000 18/04/2000	01/07/1996 01/04/1997 20/11/1996 23/05/1997 30/04/1997 30/04/1997 06/05/1997 05/01/1998 18/03/1998 06/01/1998 12/12/1997 09/03/1998 25/02/1998 22/06/1998 19/08/1998 22/10/1998 31/07/1998 02/07/1998 27/07/1998 02/10/1998 02/10/1998 24/11/1998 29/10/1998 17/11/1998 26/04/1999 25/11/1998 29/01/1999 15/02/1999 19/02/1999 19/02/1999 24/03/1999 24/03/1999 21/05/1999 21/05/1999 23/09/1999 23/09/1999 06/01/2000 10/04/2000 29/02/2000 24/03/2000 15/02/2000 24/03/2000 12/06/2000	ANSON MANAGEMENT COMPANY LIMITED BUSINESS LINK (ESSEX) LIMITED WOLLASTONS LEGAL SERVICES (CN:1924590) WOLLASTONS NOMINEES LIMITED (CN:2189414) WOLLASTONS LEGAL SERVICES LIMITED (CN:2782836) NOTSALLOW SIXTY-NINE LIMITED SALCO HOLDINGS LIMITED SMOKEHOUSE STATION LIMITED J Mattison Contracts Limited AKENHAM HALL LIMITED T.J. WHEATON LIMITED NOTSALLOW EIGHTY-FOUR LIMITED Food & Drink Holdings Limited VIRGIN DIRECT LEASING COMPANY LIMITED PULSE PUBLICATIONS COMPANY LIMITED KRAMER LEE & ASSOCIATES LIMITED MBI ELECTRONIC SERVICES LIMITED NOTSALLOW NINETY LIMITED NOTSALLOW NINETY-ONE LIMITED CARLTON BARCLAY GROUP LIMITED NOTSALLOW NINETY-THREE LIMITED NOTSALLOW NINETY-FOUR LIMITED TRENT HOUSE (IPSWICH) LIMITED BIODIESEL (UK) LIMITED NOTSALLOW NINETY-SIX LIMITED NOTSALLOW NINETY-EIGHT LIMITED NOTSALLOW NINETY-SEVEN LIMITED NOTSALLOW 100 LIMITED FORESIGHT RETAIL LIMITED SafetyOnline Internet Limited CLARENDON CERAMICS LTD WHITEFLOWER LIMITED NOTSALLOW 104 LIMITED NOTSALLOW 105 LIMITED NOTSALLOW 106 LIMITED NOTSALLOW 107 LIMITED NOTSALLOW 108 LIMITED OFFICE & TECHNICAL SUPPORT LIMITED NOTSALLOW 109 LIMITED NOTSALLOW 112 LIMITED NOTSALLOW 111 LIMITED TRENT HOUSE (RESIDENTIAL) LIMITED NOTSALLOW 113 LIMITED THINKING WITH OUR HEADS COMPANY LIMITED CCS GROUPEX LIMITED FIFTH DIMENSION EL LIMITED NOTSALLOW 116 LIMITED NOTSALLOW 115 LIMITED NOTSALLOW 117 LIMITED NOTSALLOW 118 LIMITED CAREERSIN.COM LIMITED TARGET PUBLISHING LIMITED ROLINX PLASTICS COMPANY LIMITED ELEKTRON LIMITED THAMES ESTUARY FLYING CLUB (2000) LIMITED BUSINESS TWO BUSINESS WORKS LIMITED DOCMAN UK LIMITED NOTSALLOW 125 LIMITED NOTSALLOW 127 LIMITED NOTSALLOW 126 LIMITED NOTSALLOW 129 LIMITED NOTSALLOW 128 LIMITED

Company Name

NOTSALLOW 141 LIMITED

Name & Address	Appointment	Resignation	Company Name
WOLLASTON, RICHARD HUGH	09/05/2000		HR OUTSOURCING LIMITED
	09/05/2000		HUMAN RESOURCE OUTSOURCING LIMITED
	24/05/2000		ReMaDe Essex Limited
	24/05/2000	02/06/2000	NEW TPJ LTD
	26/05/2000		Essex SBS Limited
	05/06/2000	05/06/2000	ASCERTUS LIMITED
	26/06/2000		NOTSALLOW 130 LIMITED
	26/06/2000		NOTSALLOW 131 LIMITED
	26/07/2000		BATES FOODS LIMITED
	26/07/2000		CHELMER CARGO SERVICES LIMITED
	27/07/2000		CCS HOLDINGS LIMITED
	26/09/2000		THAMES GATEWAY SOUTH ESSEX LIMITED
	13/10/2000		FMW RISK SERVICES LIMITED
	17/10/2000		ORRIDGE INVENTORY SERVICES LIMITED
	23/10/2000		NOTSALLOW 132 LIMITED
	23/10/2000		NOTSALLOW 133 LIMITED
	13/12/2000		IMIC (UK) LIMITED
	13/12/2000		NOTSALLOW 134 LIMITED
	30/01/2001		AOC (EUROPE) LIMITED
	30/01/2001		NOTSALLOW 137 LIMITED
	30/01/2001		NOTSALLOW 138 LIMITED

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4177408.

021104

THE COMPANIES ACTS 1985 AND 1989
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
NOTSALLOW 141 LIMITED



- 1 The Company's name is " NOTSALLOW 141 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 business as a General Commercial Company and to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - (B) 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.
 - (C) 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.
 - (D) 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.

- (E) 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.
- (F) 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.
- (G) To lend and advance money or 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).
- (H) 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.
- (I) 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.
- (J) 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.

- (K) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (L) 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.
- (M) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, 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.
- (N) 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.
- (O) 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.
- (P) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (Q) 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.

- (R) To distribute among its creditors and members in cash, specie or kind any property of the Company of whatever nature.
- (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 procure the Company to be registered or recognised in any part of the world.

- (W) To cease carrying on or to wind up any business or activity of the Company, and to cancel any registration of, and to wind up or procure the dissolution of the Company in any state or territory.
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise 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 any sub-clause of this Clause 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-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
 - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
 - (3) The word "Company" in this Clause, 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 formed, registered, incorporated, constituted, domiciled or resident in the United Kingdom or elsewhere.
 - (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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 £100.00 divided into 100 shares of £1.00 each.

WE, Wollastons Nominees Limited, are desirous of forming 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 opposite our name.

NAME AND ADDRESS OF SUBSCRIBER

Number of
Shares taken
by the
Subscriber

WOLLASTONS NOMINEES LIMITED

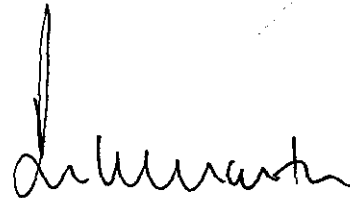
ONE

R/O Brierly Place

New London Road

Chelmsford

Essex CM2 OAP



R H Wollaston (Director)

DATED the 7th day of March, 2001.

WITNESS to the above signature:



JANE ANN SAUNDERS
Brierly Place
New London Road
Chelmsford
Essex CM2 OAP

THE COMPANIES ACTS 1985 AND 1989
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
NOTSALLOW 141 LIMITED

PRELIMINARY

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications Order 2000 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8, 64, 73 to 75 (inclusive) of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARES

- 2 (A) Subject to sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- (B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.
- (C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

(D) In accordance with Section 91 of the Act, Section 89(1) and Sections 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

- 3 The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

GENERAL MEETINGS

- 4 A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.
- 5 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
- 6 Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved."

DIRECTORS

- 7 Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Clause 89 of Table A shall be modified accordingly.
- 8 The Directors shall not be subject to retirement by rotation; and Clauses 76 to 80 (inclusive) of Table A shall be modified accordingly.
- 9 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture

Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

- 10 A Director may vote as a Director on any resolution concerning 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 Clause 94 of Table A shall be modified accordingly.
- 11 Any director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

INDEMNITY

- 12 Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

TRANSFER OF SHARES

- 13 The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share; and Clause 24 of Table A shall be modified accordingly.

SINGLE MEMBER COMPANY

- 14 If and so long as the Company has a sole member the following provisions shall apply:
 - (A) One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum and a proxy shall be entitled to vote on a show of hands; and Clause 54 of

Table A shall be modified accordingly.

- (B) Clauses 40 and 41 of Table A shall not apply to the Company.
- (C) The sole member of the Company (or proxy or representative as applicable) shall be the Chairman of General Meetings.
- (D) Clauses 42 to 52 (inclusive) of Table A shall not apply to the Company.
- (E) Without prejudice to Section 303 of the Act, a sole member may by notice in writing remove a Director from office.
- (F) A sole member shall have the right of inspecting any accounting records or other book or document of the Company; and Clause 109 of Table A shall not apply to the Company.
- (G) If the sole member of the Company makes a decision which may be taken by the Company in General Meeting and which has effect as if agreed by General Meeting he must, unless the decision is made by written resolution, provide the Company with a written record of that decision.
- (H) If at any time the membership of the Company is increased from one the Secretary shall record the fact in the Company's Register of Members with the name and address of the person who was formerly the sole member.

NAME AND ADDRESS OF SUBSCRIBER

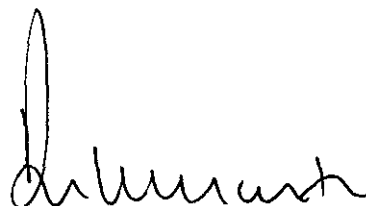
WOLLASTONS NOMINEES LIMITED

R/O Brierly Place

New London Road

Chelmsford

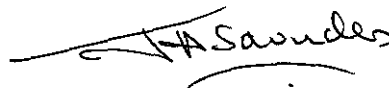
Essex CM2 OAP



R H Wollaston (Director)

DATED the 7th day of March, 2001.

WITNESS to the above signature:



JANE ANN SAUNDERS
Brierly Place
New London Road
Chelmsford
Essex CM2 OAP