

FILE COPY



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

Company No. 4264633

The Registrar of Companies for England and Wales hereby certifies that

FULLER NOMINEES 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 3rd August 2001



N04264633F

A handwritten signature in black ink, likely of the Registrar of Companies.

For The Registrar Of Companies



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

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP010

Company Name in full

426 4633
Fuller Nominees Limited

I, Hal Management Limited

of Hanover House, 14 Hanover Square, London, W1R 0BE

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.

† Please delete as appropriate

And I make this solemn Declaration conscientiously believing the same to be true and in compliance with the Statutory Declarations Act 1835.

Declarant's signature

HAL MANAGEMENT LIMITED
SECRETARY
By *K. Chittaly*

Declared at 2 Harewood Place, London, W1S 1BX

Day Month Year

on

0 3 0 8 2 0 0 1

● Please print name

● before me

DAVID R McCLUSKEY

Signed

David R McCLUSKEY

Date

2nd August 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.

HARBOTTLE & LEWIS, HANOVER HOUSE, 14 HANOVER SQUARE,
LONDON, W1R 0BE

Tel

DX number 44617

DX exchange MAYFAIR



LD1
COMPANIES HOUSE

0065
03/08/01

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

Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

or

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

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

CHFP010

Notes on completion appear on final page

Company Name in full

**First directors and secretary and intended
situation of registered office**

4264633

Fuller Nominees Limited

Proposed Registered Office

Hanover House, 14 Hanover Square

(PO Box numbers only, are not acceptable)

Post town

London

County / Region

Postcode W1S 1HP

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

7

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.

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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 Fuller Nominees Limited

Name * Style / Title

* Honours etc

* Voluntary details.

Forename(s)

Surname

Hal Management Limited

Previous forename(s)

Previous surname(s)

Address

Hanover House, 14 Hanover Square

Usual residential address

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

Post town

London

County / Region

Postcode

W1S 1HP

Country

HAL MANAGEMENT LIMITED

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

Consent signature

By

V. Chatterjee

Secretary

Date

3/8/2001

Directors (see notes 1-5)

Please list directors in alphabetical order

Name

* Style / Title

* Honours etc

Forename(s)

Surname

Hal Directors Limited

Previous forename(s)

Previous surname(s)

Address

Hanover House, 14 Hanover Square

Usual residential address

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

Post town

London

County / Region

Postcode

W1S 1HP

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

By

DIRECTOR

V. Chatterjee

Secretary

Date

3/8/2001

Name * Style / Title * Honours etc

* Voluntary details.

Forename(s)

Surname

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

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

HAL NOMINEES LIMITED
By *K. Chetty* Secretary

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF**

Fuller Nominees Limited

(A Private Company adopting Table A with modifications)

**HARBOTTLE & LEWIS
HANOVER HOUSE
14 HANOVER SQUARE
LONDON
W1R 0BE**

Slaway F80
N1112
NW033760

The Companies Acts 1985 and 1989

4264633

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Fuller Nominees Limited

1. The name of the Company is **Fuller Nominees Limited**.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's object is to carry on business as a general commercial company and accordingly to carry on any trade or business whatsoever and so that the company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it and in addition and without prejudice to the generality of the foregoing the further objects for which the Company is established are:-
 - (a) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
 - (b) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (c) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society. To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
 - (d) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or



corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (e) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation. 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).
- (f) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (g) To grant pensions, annuities, allowances, gratuities, superannuation and bonuses or other allowances and benefits (including allowances on death) to officers, ex-officers, employees or ex-employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated the Company or of any predecessor in business of any of them, or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (h) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (i) To purchase and maintain for any director, other officer or auditor of the Company insurance against any liability against which the Company may lawfully insure any such persons including (without prejudice to the generality of the foregoing) any liability which by virtue of any rule of law would attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
- (j) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (k) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (l) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (m) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (n) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (o) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (p) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (q) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (r) To distribute among the members and creditors of the Company in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law. To cease carrying on or 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.
- (s) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in

conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

- (t) To do all such things as are incidental or conducive to the above objects or any of them or is likely, directly or indirectly, to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is:

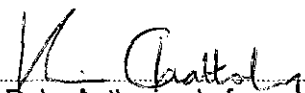
- (a) £1,000.00 divided into 1,000 Ordinary shares of £1.00 each

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 dividend, capital, voting or otherwise.

I, the person whose name and address is subscribed is desirous of being formed into a Company in pursuance of this Memorandum of Association and I respectively agree to take the number of shares in the capital of the Company set opposite my name.

Name and Address of Subscribers	Number of Ordinary shares of £1.00 each taken by each subscriber
---------------------------------	---

HAL NOMINEES LIMITED Hanover House 14 Hanover Square London W1S 1HP	1
---	---

1	 Duly Authorised, for and on behalf of Hal Nominees Limited
---	---

Total Shares	1
--------------	---

Dated: 3 August 2001

Witness to the above signatures:



Zachary Duane
Hanover House
14 Hanover Square
London
W1S 1HP

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Fuller Nominees Limited

PRELIMINARY

1. The regulations contained in Table A scheduled to the Companies (Table A to F) Regulations 1985 (as amended prior to the date of incorporation of the Company/adoption of these Articles) ("Table A") shall, except to the extent that they are excluded or modified by these Articles, apply to the Company and, together with these Articles, shall constitute the articles of the Company.

Regulations 24, 37, 38, 60-61, 64-65, 73-78, 80-81, 90, 94-98, 115 and 118 of Table A shall not apply. Regulations 8, 37, 46, 53, 57, 59, 62, 65-68, 72, 79, 84, 88-89, 110, 112, 115 and 116 of Table A shall be modified as set out in these Articles. Regulations 88-89 91 and 93 of Table A shall not apply if and for so long as there is a sole director of the Company and Regulations 40 and 54 of Table A shall be modified if and for so long as the Company has only one member. Other than Table A, no regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company.

2. Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution shall also be effective for that purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution shall also be effective for that purpose.

PRIVATE COMPANY

3. The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARE CAPITAL

4. Subject to the provisions of the Act, the directors have general and unconditional authority to offer, allot (with or without conferring rights of renunciation), grant options over, or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased share capital) to such persons,

at such times and on such terms and conditions as the directors may decide but no share may be issued at a discount.

5. The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period of five years from the date of incorporation of the Company, but this authority may be renewed, varied or revoked from time to time by the Company in general meeting. The maximum amount of relevant securities which may be allotted under this authority shall be the nominal amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles/incorporation of the Company. The directors may before this authority expires make an offer or agreement which would or might require relevant securities of the Company to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement.
6. The pre-emption provisions of section 89(1) of the Act and the provisions of sub-sections (1) to (6) inclusive of section 90 of the Act shall not apply to the allotment by the Company of any equity security.

LIEN

7. The lien conferred by regulation 8 shall attach also to fully paid shares and to every share registered in the name of a person indebted or under liability to the Company (whether the sole registered holder of a share or one of two or more joint holders) and shall extend to all amounts owing by him or his estate to the Company (whether or not presently payable).

TRANSFERS

8. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien.

GENERAL MEETINGS

9. Regulation 37 of Table A shall be amended by the deletion of the words "eight weeks" and the substitution for them of the words "28 days".
10. Any director or the secretary of a corporation which is a member shall be deemed to be a duly authorised representative of that member:
 - a) for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the company; and
 - b) without prejudice to the generality of the foregoing, for the purpose of Article 44 (a) and Regulations 40 and 54 of Table A

In the case of a member which is a corporation the signature of any director or the secretary of that corporation or, in the case of a share registered in the name of joint

holders, the signature of one of such joint holders, shall be deemed to be and shall be accepted as the signature of the member concerned for all purposes including the signature of any form of proxy and the signature of any resolution in writing.

NOTICE OF GENERAL MEETINGS

11. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - a) in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote at that meeting; and
 - b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being (i) a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or (ii) if no such elective resolution is in force, a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify that the meeting is an annual general meeting.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

PROCEEDINGS AT GENERAL MEETINGS

12. A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and regulation 46 of Table A shall be modified accordingly.
13. The following sentence shall be added to the end of Regulation 53 of Table A: "If a resolution in writing is described as a special resolution or as an extraordinary resolution, it shall have effect accordingly"

VOTES OF MEMBERS

14. Regulation 57 of Table A shall be modified by the inclusion after the word "shall" of the phrase ", unless the directors otherwise determine".
15. The following sentence shall be added to the end of Regulation 59 of Table A: "Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it."
16. An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the appointor. A proxy need not be a member of the Company.

17. Regulation 62 of Table A shall be modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "deposited at or (if sent by post or by fax) received at", by the substitution in paragraph (a) of the words "at any time" in place of "not less than 48 hours" and by the substitution in paragraph (b) of the words "deposited or received" in place of "deposited" and of the words "at any time" in place of "not less than 24 hours".

NUMBER OF DIRECTORS

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

ALTERNATE DIRECTORS

19. Any director (other than an alternate director) may appoint any other director, or any other person willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
20. An alternate director's entitlement to receive notice of meetings shall be subject to his giving the Company an address at which notices may be given to him, and an alternate director who is absent from the United Kingdom shall (subject to the Company having an address for him) be entitled to receive notice of all meetings of directors and meetings of committees of directors. Regulation 66 of Table A shall be modified accordingly,
21. The following sentence shall be added to the end of Regulation 68 of Table A: "Any such notice may be left at or sent by post or fax to the office or another place designated for the purpose by the directors."

POWERS OF DIRECTORS

22. The directors may exercise all the powers of the Company to borrow money, without limit as to amount and upon such terms and in such manner as they think fit and to mortgage and charge all or any part of its undertaking, property and uncalled capital 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.

DELEGATION OF DIRECTORS' POWERS

23. The following sentence shall be added at the end of Regulation 72 of Table A: "Where a provision of the Articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee."

APPOINTMENT AND REMOVAL OF DIRECTORS

24. The directors are not subject to retirement by rotation. Regulations 73 to 78 of Table A shall not apply and reference in regulations 67 and 84 of Table A to retirement by rotation shall be disregarded.

25. A person appointed by the directors to fill a vacancy or as an additional director shall not be required to retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A shall be deleted.
26. No person shall be for appointment as a director by reason of his having reached the age of 70 or any other age.
27. Without prejudice to Article 26, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

28. The office of a director shall be vacated if:
 - he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
 - d) he resigns his office by notice to the Company; or
 - e) he is removed from office by notice given by a member or members under Article 26;
 - f) he is removed from office by a resolution duly passed under s303 of the Act; or
 - g) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated.

PROCEEDINGS OF DIRECTORS

29. Regulation 88 of Table A shall be modified by the deletion of the third sentence and the substitution for it of the following sentences: "Every director shall receive notice of a meeting, whether or not he is absent from the United Kingdom. Any director or alternate director may, by written notice to the Company, waive his right to receive notice of a board meeting, either prospectively or retrospectively, and the presence of any director or alternate director at the start of a meeting shall constitute such a waiver." The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director entitled to receive notice shall not invalidate the proceedings at that meeting.
30. The following words shall be added at the end of Regulation 89: "and, if he is the alternate director of more than one director, shall be counted separately in respect of each absent appointor".

31. A director or his alternate may validly participate in a meeting of the directors or a committee of directors by conference telephone and/or any other form(s) of communication equipment (whether in use when these Articles are adopted or not) if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of 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 directors although fewer than two directors or alternate directors are physically present at the same place. The 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.
32. If and for so long as there is a sole director of the Company:
- a) he may exercise all the powers conferred on the directors by the Articles by any means permitted by the Articles or the Act;
 - b) for the purpose of regulation 89 of Table A the quorum for the transaction of business shall be one; and
 - c) all other provisions of the Articles apply with any necessary modification (unless the provision expressly provides otherwise).
33. Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act, a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he is directly or indirectly interested. The director shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote shall be counted. An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

THE SEAL

34. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and those powers are vested in the board.

DIVIDENDS

35. The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.

CAPITALISATION OF PROFITS

36. The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 110 of Table A to any member in respect of a holding by him of any partly-paid shares rank for dividend, so long as those shares remain partly paid, only to the extent that those partly-paid shares rank for dividend and regulation 110 of Table A shall be modified accordingly.

NOTICES

37. Regulation 112 of Table A shall be modified by the deletion of the last sentence and the substitution for it of the following: "A member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address."
38. The last sentence of Regulation 115 shall be deleted and replaced with the following: "A notice sent to a member (or another person entitled to receive notices under the Articles) by post to an address within the United Kingdom shall be deemed to be given 24 hours after posting, if sent first-class, or 48 hours after posting, if sent second class. A notice sent to a member (or other person entitled to receive notices under the Articles) by airmail to an address outside the United Kingdom shall be deemed to be given 72 hours after posting. Proof that an envelope containing the notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice left by hand at a member's registered address shall be deemed to have been given on the day it was so left."
39. Regulation 116 of Table A shall be modified by the deletion of the words "within the United Kingdom".

INDEMNITY

40. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, each person who is a director, alternate director or secretary of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the proper execution of his duties or the proper exercise of his powers, authorities and discretions including, without limitation, a liability incurred:
- a) defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part; or
 - b) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
41. The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was:
- a) a director, alternate director, secretary or auditor of the Company or of a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect); or
 - b) a trustee of a retirement benefits scheme or other trust in which a person referred to in the preceding paragraph is or has been interested,
- indemnifying him against liability for negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the Company.

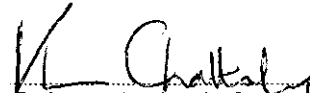
SOLE MEMBER

42. If and for so long as the Company has only one member:

- a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member shall be a quorum and regulation 40 of Table A shall be modified accordingly;
- b) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A shall be modified accordingly;
- b) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the Articles; and
- d) all other provisions of the Articles apply with any necessary modification (unless the provision expressly provides otherwise).

NAMES AND ADDRESSES OF SUBSCRIBERS

HAL NOMINEES LIMITED
Hanover House
14 Hanover Square
London
W1S 1HP


Duly authorised, for and on
behalf of Hal Nominees
Limited

Dated: 3 August 2001

Witness to the above signatures:



Zachary Duane
Hanover House
14 Hanover Square
London
W1S 1HP