

Number of

Company 4296313

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to The Companies Act 1985)

OF

ED LENNOX LIMITED

Passed

At an EXTRAORDINARY GENERAL MEETING of the
above-named Company, duly convened, and held at
Highstone House, 165 High Street, Barnet, London, EN5 5SU
on the 15 October, 2001 the subjoined SPECIAL
RESOLUTION as duly passed, viz:-

RESOLUTION

1. "That the present memorandum and articles of association be
abrogated and thereupon replaced by adopting the new
memorandum and articles submitted to this meeting and
approved without amendment."



Company Secretary.

Dated the 15 October, 2001



MEMORANDUM

AND

ARTICLES

OF

ASSOCIATION

OF

ED LENNOX LIMITED

COMPANY NUMBER. **4296313**

DATE INCORPORATED. 1st OCTOBER 2001

PRIVATE COMPANY LIMITED BY SHARES
THE COMPANIES ACTS 1985 TO 1989

HIGHSTONE COMPANY FORMATIONS LIMITED

Highstone House

165 High Street

Barnet

EN5 5SU

TELEPHONE.0208-440-7999

The Companies Act 1985 and 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ED LENNOX

LIMITED

1. The Company's name is ED LENNOX Limited.
 2. The Company's registered office is to be situated in England & Wales.
 3. The objects for which the company is established are:
 - 3a. to carry on business as a general commercial company.
 - 3b. to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest which appears likely to be advantageous to the Company, to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate.
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- 3c. to borrow or raise money in any manner and to secure the same or repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.
 - 3d. to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, or through any subsidiary, and in any part of the world.
 - 3e. to do all such things as may appear incidental or conducive to the pursuit or attainment of any of the above objects, or to exercise of any power (whether express or implied) possessed by the company.
 - 4. The liability of the members is limited.
 - 5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.
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I, the Subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name.

NAMES AND ADDRESSES OF SUBSCRIBER

Number of Shares
taken by each
Subscriber

Authorised signatory
for and on behalf of
Highstone Directors Limited

One

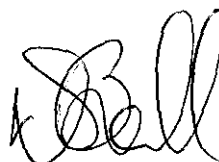
Highstone House
165 High Street
Barnet
Herts
EN5 5SU



Dated this the First day of October 2001

Witness to the above Signature: -

Naomi Ball
165 High Street
Barnet
Herts
EN5 5SU



The Companies Act 1985 and 1989

COMPANY LIMITED BY SHARES

Articles of Association

OF

ED LENNOX

LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
3. Regulation 6 of Table A is incorporated in the Company's Articles save that each share certificate shall be authenticated by the signature of two directors or by a director and secretary of the Company and so signed shall stand as evidence of title of a member to the shares which the certificate specifies to be held by him.
4. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the company allot or agree to allot (whether cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
5. At the date of the adoption of these Articles the capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

6. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
- (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on 200__ unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.
- (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
7. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner herein before provided.
- (b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.
8. 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 member whether solely or 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 (if any) on a share shall extend to all dividends payable thereon.

9. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.
10. In accordance with Section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
11. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."
12. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. 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 and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.
13. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
14. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless: -
 - (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.
15. A Director shall not be required to hold any share qualification, but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

Authorised signatory
for and on behalf of
Highstone Directors Limited

Highstone House
165 High Street
Barnet
Herts
EN5 5SU



Dated this the First day of October 2001

Witness to the above Signatures: -
Naomi Ball
165 High Street
Barnet
Herts
EN5 5SU

