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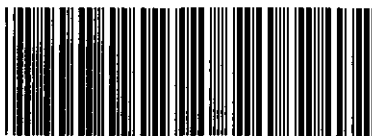
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4483767

The Registrar of Companies for England and Wales hereby certifies that
YELLO SUBMARINE (UK) 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 11th July 2002



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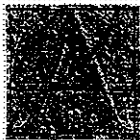


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



ASHBURTON
REGISTRARS
LTD

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

CHFP016

Company Name in full

YELLO SUBMARINE (UK) LIMITED

I, James Green, authorised signatory of Ashburton Registrars Limited

of 12-14 St Mary's Street, Newport, Shropshire TF10 7AB

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~† [Solicitor engaged in the formation of the company]~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

Declarant's signature

Declared at 12-14 St Mary's Street, Newport, Shropshire TF10 7AB

Day Month Year

On 09/07/2002

(1) Please print name.

before me (1) Elizabeth Townshend

Signed

Elizabeth Townshend

Date

9.7.02

†

A Commissioner for Oaths/Notary Public/Justice of the Peace/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.

Ashburton Registrars Limited

12-14 St. Mary's Street, NEWPORT,

Shropshire TF10 7AB

Tel 01952 270270

DX number

DX exchange

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

Companies House, Crown Way, Cardiff, CF14 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

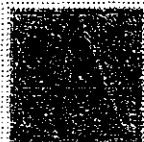
DX 235 Edinburgh



A44
COMPANIES HOUSE

0734
10/07/02

Form revised June 1998



ASHBURTON
REGISTRARS
LTD

10

Please complete in typescript,
or in bold black capitals.

CHFP016

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

YELLO SUBMARINE (UK) LIMITED

Proposed Registered Office

12-14 St Mary's Street

(PO Box numbers only, are not acceptable)

Post town

NEWPORT

County / Region

Shropshire

Postcode

TF10 7AB

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

Ashburton Registrars Limited

Address

12-14 St Mary's Street

Post town

NEWPORT

County / Region

Shropshire

Postcode

TF10 7AB

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.

Ashburton Registrars Limited

12-14 St. Mary's Street,

NEWPORT,

Shropshire TF10 7AB

Tel 01952 270270

DX number

DX exchange



A44
COMPANIES HOUSE

0733
10/07/02

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When you have completed and signed the form please send it to the
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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

12-14 St Mary's Street

Usual residential address

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

Post town

NEWPORT

County / Region

Shropshire

Postcode

TF10 7AB

Country

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

Consent signature

Date

9.7.02

Directors (see notes 1-5)

Please list directors in alphabetical order.

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

12-14 St Mary's Street

Usual residential address

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

Post town

NEWPORT

County / Region

Shropshire

Postcode

TF10 7AB

Country

England

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

9.7.02

Authorised Signatory for and on behalf of Ashburton Nominees Limited

Directors (continued) (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forenames(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

Authorised Signatory for and on behalf of Ashburton Registrars Limited

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

NOTES

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s). If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors' details:

- Show for each individual director the director's date of birth, business occupation and nationality.
- **The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either at **all times during the past 5 years**, when the person was a director, was:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

102556

**THE COMPANIES ACT 1985
THE COMPANIES ACT 1989**

A Private Company Limited by Shares

009416

**MEMORANDUM OF ASSOCIATION
of
YELLO SUBMARINE (UK) LIMITED**



1. The name of the company is Yello Submarine (UK) Limited.
2. The registered office of the company will be situated in England & Wales.
3. The objects of the company are:
 - a) To carry on business as a general commercial company and to carry on any other business which in the opinion of the directors may advantageously or conveniently be carried on in conjunction therewith.
 - b) To borrow, raise or lend money in any manner and on any terms, to give security for such loans and to give all descriptions of guarantees and indemnities.
 - c) To acquire, take on lease, let or dispose of freehold or leasehold land and buildings or other property of any description.
 - d) To establish, maintain or join and subscribe to any retirement benefit scheme for the benefit of any persons who are or were at any time employees or directors of the company or their dependents.
 - e) To do all such other things as in the opinion of the directors may be incidental or conducive to the attainment of the above objects.
4. The liability of the members is limited.
5. The share capital of the company is £1,000 divided into 1,000 shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum and we agree to take the number of shares shown against our respective names.

Names, Addresses and Description
of Subscribers

Number of Shares
taken by each Subscriber

- | | | |
|--|---------------------|---|
| 1. Vivian Jayne Clewes
12-14 St. Mary's Street
Newport, Shropshire TF10 7AB
Company Formation Agent | <u>V. J. Clewes</u> | 1 |
| 2. Danielle Robinson
12-14 St. Mary's Street
Newport, Shropshire TF10 7AB
Company Formation Agent | <u>D. Robinson</u> | 1 |

Total Shares Taken

2

Signed & Dated 09/07/02

Witness to the above signatures

I. A. Wheat

Ian Anthony Wheat

12-14 St. Mary's Street, Newport, Shropshire TF10 7AB
Company Formation Agent

**THE COMPANIES ACT 1985
THE COMPANIES ACT 1989**

A Private Company Limited by Shares

**ARTICLES OF ASSOCIATION
of
YELLO SUBMARINE (UK) LIMITED**

PRELIMINARY

1. The company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as "the Act"). In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these articles 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.
2. 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 (such table being hereinafter called "Table A") shall apply to this company subject to any exclusion or modification hereinafter expressed. Regulations 23, 24, 50, 61, 64, 65, 66, 73, 74, 75, 80, 81, 89, 94, 95, 97, 99, 101 and 118 of Table A shall not apply to the company.

SHARES

3. Sections 89 to 94 inclusive of the Act shall apply to the company in their entirety. Any shares not accepted pursuant to the procedure set out therein shall be under the control of the directors who may allot, grant options over or otherwise dispose of the same as they think fit; provided that in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members.
4. Subject to Article 3 hereof, the directors are unconditionally authorised for the purpose of Section 80 of the Act to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

SHARE TRANSFERS

5. 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 up share.
6. The instrument of transfer of a fully paid up share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

DIRECTORS

7. Unless and until otherwise determined by the company in General Meeting the number of directors (other than alternate directors) shall not be less than one nor more than five. If at any time and from time to time there shall be only one director of the company, such director may act alone in exercising all the powers and authorities vested in the directors.

8. The directors shall have power at any time, and from time to time, to appoint any person to be a director but so that the total number of directors (excluding alternate directors) shall not exceed the limit fixed by the preceding regulation.
9. The first director or directors of the company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall, when one director only is in office, be one, and shall, when more than one director is in office, be two.
10. The directors alone may decide without the need for a shareholders meeting the amount and type of borrowing subject to no limit of any sort.
11. A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
12. Any director (other than an alternate director) may appoint to and remove from office any other director or any other person approved by unanimous resolution of all the directors for the time being of the company and willing to act, to be an alternate director and act in his place.
13. An alternate director shall be entitled to receive notice of all meetings of directors and to attend all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct.
14. A Director, or otherwise approved person as in clause 12 of these Articles, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.
15. The office of director shall be vacated if:
 - a) 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
 - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, the Mental Health (Scotland) Act 1960, or any subsequent Acts replacing or amending the aforesaid Acts, or
 - (ii) an order is made by a court having jurisdiction (whether in the UK or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - d) he resigns from office by written notice delivered to the company at its registered office or tendered at a meeting of directors.

16. No person shall be disqualified from being or becoming a director by reason only of having attained the age of 70 years.

MANAGING DIRECTORS AND MANAGERS

17. The directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a director.
18. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the directors may determine.

SECRETARY

19. i) Subject to the provisions of the Act the Secretary shall be appointed by the directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- ii) The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

THE SEAL

20. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director and by the Company Secretary or a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

CHAIRMAN'S CASTING VOTE

21. The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly

Names, Addresses and Description of Subscribers

1. Vivian Jayne Clewes
12-14 St. Mary's Street
Newport, Shropshire TF10 7AB
Company Formation Agent

V. J. Clewes

2. Danielle Robinson
12-14 St. Mary's Street
Newport, Shropshire TF10 7AB
Company Formation Agent

D. Robinson

Signed & Dated 09/07/02
Witness to the above signatures

Ian Anthony Wheat
12-14 St. Mary's Street, Newport, Shropshire TF10 7AB
Company Formation Agent

I. A. Wheat