

FILE COPY



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

Company No. 5458488

The Registrar of Companies for England and Wales hereby certifies that
PRINCE STREET NUMBER 64 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 20th May 2005



N05458488T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

HC007B

CHFP036

Declaration on application for registration

Please complete in typescript, or
in bold black capitals.

Company Name in full

PRINCE STREET NUMBER 64 LIMITED

I, NMGW SECRETARIES LIMITED

of 3RD FLOOR CROWN HOUSE, 37-41 PRINCE STREET, BRISTOL, BS1
4PS, ENGLAND

†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

[Signature]
for and behalf of NMGW Secretaries Ltd.

Declared at CROWN HOUSE, 37/41 PRINCE ST, BRISTOL, BS1 4PS

Day Month Year

On 1, 2, 0, 5 20, 05

(1) Please print name.

before me (1)

JOANNE CUY

Signed

J. Cuy

Date

12 May 2005

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.

DUNCAN ASHMAN, NUMERICA LLP

3RD FLOOR CROWN HOUSE, 37-41 PRINCE STREET, BRISTOL

BS1 4PS, ENGLAND Tel 01179 342800

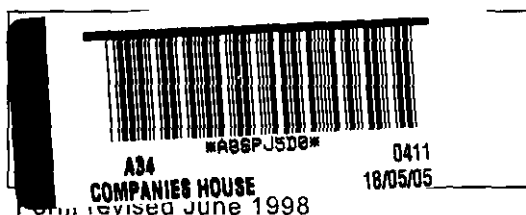
DX number DX exchange

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



Please complete in typescript,
or in bold black capitals.

CHFP036

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

PRINCE STREET NUMBER 64 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

FOURTH FLOOR, ONE VICTORIA STREET

Post Town

BRISTOL

County / Region

Postcode

BS1 6AA

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

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be used for

DUNCAN ASHMAN, NUMERICA LLP

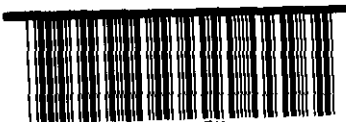
3RD FLOOR CROWN HOUSE, 37-41 PRINCE STREET, BRISTOL

BS1 4PS, ENGLAND

Tel 01179 342800

DX number

DX exchange



A34 *A8SP15DZ* 0412
COMPANIES HOUSE 18/05/05

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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

PRINCE STREET NUMBER 64 LIMITED

NAME * Style / Title

* Honours etc

* Voluntary details

Forename(s)

Surname

NMGW SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address **

3RD FLOOR CROWN HOUSE, 37-41 PRINCE STREET

Post town

BRISTOL

County / Region

Postcode

BS1 4PS

Country

ENGLAND

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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

Consent signature

Date

12/5/05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME * Style / Title

* Honours etc

Forename(s)

Surname

NMGW DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address **

3RD FLOOR CROWN HOUSE, 37-41 PRINCE STREET

Post town

BRISTOL

County / Region

Postcode

BS1 4PS

Country

ENGLAND

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

Nationality

ENGLAND

Business occupation

COMPANY

Other directorships

SEE ATTACHED CONTINUATION SHEET

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

Consent signature

Date

12/5/05

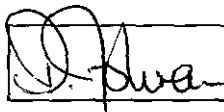
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	* Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>						
* Voluntary details	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
**Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address **	<input type="text"/>								
		<input type="text"/>								
	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text"/>	Date	<input type="text"/>						

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed



Date

12/5/05

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

List of other directorships of

NMGW DIRECTORS LIMITED

Other directorships

ADJUST LIMITED (REG NO: 5026057)
CASH CONTROL MACHINES (MIDLANDS) LIMITED (REG NO: 4363112)
DRAKES COURT MANAGEMENT (GRANTHAM) LIMITED (REG NO: 4722388)
FLOOR HEATING LIMITED (REG NO: 4722399)
FOUR SQUARE GRAPHICS LIMITED (REG NO: 4722394)
JAMES MILLER SYSTEMS LIMITED (REG NO: 4247362)
JOHN B COMPUTING LIMITED (REG NO: 4722381)
KETL LIMITED (REG NO: 4309867)
KINGSWOOD BABY PRODUCTS LIMITED (REG NO: 4540350)
LAURENBETH LIMITED (REG NO: 4540377)
LUCID PRODUCTS LIMITED (REG NO: 5026002)
MFC SURVIVAL HOLDINGS LIMITED (REG NO: 4265305)
NOLAN BUSINESS SERVICES LIMITED (REG NO: 4278565)
OAKRIVER TECHNOLOGY LIMITED (REG NO: 4540380)
OXBOW DEVELOPMENTS LIMITED (REG NO: 4540385)
PNLA TRAINING LIMITED (REG NO: 5026041)
PRINCE STREET NO 62 LIMITED
PRINCE STREET NO 63 LIMITED
PRINCE STREET NO 65 LIMITED
PRINCE STREET NUMBER 33 LIMITED (REG NO: 4278569)
PRINCE STREET NUMBER 41 LIMITED (REG NO: 4363109)
PRINCE STREET NUMBER 54 LIMITED (REG NO: 4722386)
PRINCE STREET NUMBER 56 LIMITED
PRINCE STREET NUMBER 61 LIMITED
SCIENCESCOPE LIMITED (REG NO: 4247368)
SIMPAT PUBLISHING LIMITED (REG NO: 4540362)
SKI RESORTS DIRECT LIMITED
SMCO LIMITED (REG NO: 4187471)
THE FRANKING PEOPLE LIMITED (REG NO: 4278554)
VARIOUS PRODUCTIONS LIMITED (REG NO: 5026049)
WESSINGTON PARK PROPERTIES LIMITED (REG NO: 4309844)
WHITE (BRAND AGENCY) LIMITED (REG NO: 4309870)

1000
MAD 65544, 402142/100 5458488
The Companies Act 1985
Private Company Limited by Shares
Memorandum of Association of:

Prince Street Number 64 limited

Company No:

- 1.) The Company's name is Prince Street Number 64 limited.
- 2.) The Company's registered office is to be situated in England.
- 3.) The Company's object is to carry on business as General Trading.
- 4.) The share capital of the Company is £1000.00

500 Ordinary A shares of £1.0000 each.
500 Ordinary B shares of £1.0000 each.

5.) 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 opposite our respective names.

Names and addresses of subscribers:-

Name and Address

Mr Duncan Mark Ashman
1 Chatford Cottages
Litfield Road
Clifton
Bristol
BS8 3LL

Share Class

Ordinary A

Shares Held

1

- 6.) The liability of the members is limited.

Dated: 24th November 2004

[Signature]
for & on behalf of NMGW Secretaries Limited.

Secretary - NMGW Secretaries Limited

Witness to the above signatures:

[Signature]

Miss Susan Dunn

Crown House, 37 -41 Prince Street, Bristol, BS1 4PS.



A34 *A88PF5DLW 0415
COMPANIES HOUSE 18/05/05
A43 *ACEFUGLUM 0736
COMPANIES HOUSE 27/11/04

No.

THE COMPANIES ACT 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

PRINCE STREET NUMBER 64 LIMITED

1. INTERPRETATION

1.1. In these Articles unless the context otherwise requires the following expressions have the following meanings:-

"The Act"	means the Companies Act 1985 and any statutory modification or re-enactment from time to time in force;
"Associate"	means, in relation to any Member which is an undertaking, any company in the same Group as such Member;
"the Board"	means the board of directors of the Company from time to time;
"the Chairman"	means the Chairman of the Board from time to time;
"Member"	means any registered holder for the time being of Shares;
"paid up"	means, in relation to a share, that such share is paid up or credited as paid up;
"share"	means a share in the capital of the Company of whatever class;
"Table A"	means 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).

- 1.2. words or expressions the definitions of which are contained or referred to in the Act shall be construed as having the meaning thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles; and
- 1.3. words importing the singular number shall include the plural and vice versa, and words importing the masculine shall include the feminine and neuter and vice versa, and words importing persons shall include bodies corporate, unincorporated associations and partnerships; and
- 1.4. references to Articles are references to these Articles and references to paragraphs and sub-paragraphs are, unless otherwise stated, references to paragraphs of the Article or references to sub-paragraphs of the paragraph in which the reference appears; and
- 1.5. headings are inserted for ease of reference only and shall not affect construction; and
- 1.6. words and expressions defined in the Act or in the Companies Act 1989 shall bear the same meanings in these Articles; and
- 1.7. references to these Articles or any agreement, deed or instrument is to the same as amended, notated, modified or replaced from time to time.

2. PRELIMINARY

The regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified or are inconsistent with these Articles. The Regulations contained in Table A numbered 24, 32-34, 40, 41, 50, 64, 65 - 69, 73 - 80, 81, 82, 86, 89, 90, 94 - 98 and 102 shall not apply but, subject as aforesaid, the following shall be the Articles of Association of the Company.

3. PRIVATE COMPANY

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

4. SHARE CAPITAL

The authorised share capital of the Company at the date of adoption of these Articles is £1,000 divided into 500 A Ordinary Shares of £1.00 each and 500 B Ordinary Shares of £1.00 each.

5. SHARE RIGHTS

5.1. The special rights attached to the A Shares and the B Shares shall be as set out below:-

(i) As Regards Income:-

- (a) Dividends shall be voted in each class of shares at the discretion of the Directors and the holders of the B Shares shall not be entitled to participate in any dividend declared by the Company unless specifically declared for the holders of B Shares.
- (b) Such dividends as declared shall be paid in one sum not later than six months from the end of that period (in respect of the immediately preceding financial period).

(ii) As Regards Capital:-

No holder of B Shares shall be entitled to participate in any distribution of capital in a winding up or sale of the Company or other return of capital.

(iii) As Regards Voting:-

- (a) Each A Share shall confer on the holder thereof the right to receive notice of and to attend (either in person or by proxy) at any General Meeting of the Company and to vote thereat (either in person or by proxy).
- (b) No B Share shall confer on the holder thereof any right to receive notice of or to attend (either in person or by proxy) at any General Meeting of the Company nor to confer any right to vote thereat (either in person or by proxy).

6. ISSUE OF NEW SHARES

- 6.1. No shares may be allotted or issued without the previous consent in writing of all the members and sub-section 89(1) and sub-sections (1) to (6) (inclusive) of Section 90 of the Act shall not apply.
- 6.2. The provisions of this Article shall apply to all new shares and all new shares created on any increase in capital shall be subject to the same provisions with reference to the payment of calls, transfers, transmission forfeiture, lien and otherwise as if they had been part of the capital at the date of the adoption of these Articles.

7. LIEN

- 7.1. The Lien conferred by regulation 8 shall attach also a fully paid shares and the Company shall also have a first and paramount lien on shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.
- 7.2. The words "in such manner as the Directors determine" in regulation 9 are deleted and the following sentence added in its place: "after 14 clear days the sale of the shares shall proceed as if a deemed transfer notice has been given."

8. CALLS

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of non-payment of the call". Subject to the Act, a forfeited share shall either be sold or reallocated. The sale of a share shall proceed as if a deemed transfer notice (as defined in the Article headed "Pre-emption Rights") has been given.

9. TRANSFER OF SHARES

9.1. The directors shall not register any transfer of a share unless:-

- it is permitted under the Article headed "Pre-emption Rights"; or
- it is in the beneficial ownership of the transferor free from any lien, charge or encumbrance.

9.2. The directors may refuse to register the transfer of a share:

- on which the Company has a lien;
- unless it is accompanied by the share certificate to which the transfer relates and any other evidence as to ownership of the shares the directors require;
- unless it is in respect of only one class of shares; and
- unless it is in favour of less than three transferees.

10. PRE-EMPTION RIGHTS

10.1. In this Article the following definitions apply:

"Accountants" means independent Accountants who (if the selling shareholder and the remaining members cannot agree a firm of independent accountants between them) shall be nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales;

"controlling interest" means any interest in any shares in the capital of the Company conferring in aggregate 50% or more of the total voting rights conferred by all the shares in the capital of the Company in issue;

"market value" means the market value of any Shares as certified by the Accountants;

"offer price"	means the offer price at which Shares are offered in a transfer notice;
"selling shareholder"	means any shareholder wanting to sell or otherwise dispose of any Shares;
"Shares"	means any ordinary shares in issue in the capital of the Company;
"Third Party"	means a bona fide purchaser for value of the Shares (excluding any Member)
"transfer notice"	means a notice in writing from a member specifying the Shares held by that member which he wants to sell or dispose of;
"transfer period"	means the period of three months beginning on the date the directors receive a transfer notice or, if the market value of the Shares is determined by the Accountants, three months from the date the Accountants notify the directors of the market value of the Shares;
"transfer price"	means the offer price or, if the offer price is not agreed between them, the market value of the Shares.

- 10.2. No Shares (or any interest in them) may be transferred whether by way or sale or in any other manner and in any event except as set out in this Article.
- 10.3. The selling shareholder shall give a transfer notice to the directors in which he shall specify the number of Shares he wishes to dispose of. The Transfer Notice shall state the offer price and the name and full details of the Third Party. Where a transfer notice is given for more than one class of share, it shall be deemed for the purposes of this Article to comprise a number of separate transfer notices, one for each such class.
- 10.4. Once given a transfer notice may not be revoked unless all the other Members give their prior written consent .

10.5. The directors shall be the selling shareholder's agents for the sale of the Shares (together with all rights attaching to them at the date of the transfer notice or at any time afterwards) during the transfer period at the offer price, unless the transfer notice contained no offer price in which case the Directors will immediately instruct the Accountants in writing to certify the market value of the Shares in accordance with these Articles. The Accountants shall act as experts and not as arbitrators and their written certificate explaining the reasons for it and the methods they have used to arrive at their certificate shall be given to the Directors within two months of the date of their written instruction and shall be final and binding on the members.

10.5.1. In the case of a transfer notice which contained no Offer Price, the Accountants will certify the open market value of the Shares as at the date of the transfer notice or deemed transfer notice on the following assumptions and bases:-

- valuing the Shares as on an arm's length sale between a willing vendor and a willing purchaser;
- if the Company is then carrying on business as a going concern, on the assumption that it will continue to do so;
- that the Shares are capable of being transferred without restriction;
- valuing the Shares as a rateable proportion of the total value of all the issued shares of the Company which value shall not be discounted or enhanced by reference to the class of the Shares or the number of them.

10.6. The selling shareholder may if the market value determined by the Accountants is not acceptable to him, give notice in writing to the directors within a period of 14 days after the date of determination of the market value that he does not wish to sell the Shares.

10.7. The Directors shall, within seven days of the date of the transfer notice or within seven days of the date of the notice of the market value of the Shares by the Accountants, offer the Shares at the Transfer Price in writing pro rata (as nearly as may be) to the other holders of Shares of the same class or, if there are no other holders of Shares of the same class (or they have not accepted any offer within 21 days), then pro rata (as nearly as may be) to the holders of the other class of Shares. If the holders of the other class of shares do not accept the offer in writing

within a further 21 days, the offer will automatically lapse.

- 10.8. Any member who wants more Shares than his pro rata allocation entitles him to should in his reply state how many excess Shares he wants to have. If any members do not claim their pro rata allocations, the directors shall apply the unclaimed Shares in satisfying claims for excess Shares in the proportions in which those claims are made. If any Shares are not capable, without fractions, of being offered to members in proportion to their entitlements, they shall (to the extent that fractions would arise) be offered to members in the proportions determined by lots to be drawn under the direction of the directors in such manner as the directors shall think fit.
- 10.9. If the directors do not receive acceptances from members in respect of some or all of the Shares within the period(s) set out in this Article the Company shall be entitled, subject to the provisions of the Act and these Articles and, where appropriate with the sanction of the shareholders of the Company, to exercise its power to purchase the Shares or any balance remaining unsold at the transfer price. If the Company declines to purchase the Shares or is unable to exercise its power to purchase them the directors shall so notify the selling shareholder in writing who shall be free to transfer the Shares by way of a bona fide sale to any person he may wish at any time within six months from his receipt of that notification **PROVIDED THAT** the Shares shall not be sold at less than the transfer price and upon terms for the payment of the purchase price which are no more favourable than those rejected or deemed to have been rejected by the existing Members.
- 10.10. If a selling shareholder fails to transfer any of the Shares, the directors may authorise any person (who shall be deemed to be the attorney of the selling shareholder for the purpose) to execute the transfer of the Shares and the Company may give a good receipt for the purchase price and register the transferee (subject to stamping) as the holder of such Shares. The Company shall hold the purchase money for the selling shareholder but shall not be bound to earn or pay interest on it.

10.11. If the selling shareholder is offering to sell Shares which confer a controlling interest in the Company to a Third Party, no transfer of any Shares shall be made by him under the provisions of this Article unless:-

- first, the procedures contained in these Articles have been exhausted; and
- second, the transfer notice contains an irrevocable offer ("the drag-along offer") from the Third Party to buy the whole of the issued share capital of the Company at the offer price.

10.12. If the selling shareholder includes a drag-along offer in his transfer notice, and the procedures contained in the preceding Articles have first been exhausted, the remaining shareholders shall be bound to sell all of their shares to the Third Party upon the same terms and conditions as the selling shareholder. The purchase of the Sale Shares and the shares of the remaining shareholders shall be completed simultaneously.

10.13. If a Third Party makes an offer to buy the whole of the issued share capital of the Company and any shareholder or combination of them owning a controlling interest accepts that offer, the remaining shareholders shall be bound to sell their shares to the Third Party at the same price and upon the same terms and conditions. The purchase of the shares of the accepting shareholder or shareholders and the remaining shareholders shall be completed simultaneously.

11. PROCEEDINGS AT GENERAL MEETINGS

11.1. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members present in person or by proxy shall be a quorum.

11.2. Regulation 41 shall be read as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor, or if during the meeting a quorum ceases to be present, such adjourned meeting shall be dissolved" were added to the end thereof.

11.3. In regulation 44 the words "of the class of shares the holders of which appointed him as director" shall be substituted for the words "any class of shares in the company".

11.4. An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.

- 11.5. The instrument appointing proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting.
- 11.6. The chairman of a general meeting shall not be entitled to a second or casting vote. Regulation 50 shall not apply.
- 11.7. At any general meeting a poll may be demanded by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

12. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors shall not be less than one and not more than three

13. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 13.1. The office of Director shall be vacated if the Director :
- becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - becomes prohibited from being a Director by reason of any order made under any legislation; or
 - in the reasonable opinion of all his co-Directors becomes incapable by reason of mental disorder, serious illness or injury of discharging his duties as Director; or
 - resigns his office by notice in writing to the Company; or

14. ALTERNATE DIRECTORS

- 14.1. Any director (other than an alternate director) may at any time appoint any person (including another director) to be an alternate director and may at any time terminate that appointment. The same person may be appointed as the alternate director of more than one director.
- 14.2. An alternate director shall be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and attend and vote at any meeting at which his appointor is not personally present and generally exercise all the powers, rights, duties and authorities of the director appointing him. A director may at any time revoke (in writing served on the Company) the appointment of an alternate appointed by him and appoint another person

in his place (subject to the preceding Article) and if a director shall die or cease to hold office the appointment of his alternate shall automatically cease and determine. A director acting as an alternate shall have an additional vote at meetings of directors for each director for whom he acts as an alternate but he shall count as only one for the purpose of determining whether a quorum is present.

- 14.3. An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transaction (otherwise than in expenses and to be indemnified to the same extent as if he were a director but he shall not be entitled to receive from the Company in respect of his appointment as an alternate director any remuneration except only 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.

15. BORROWING POWERS

The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part of its undertaking, property and uncalled capital and subject as otherwise provided in these Articles 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.

16. PROCEEDINGS OF DIRECTORS

- 16.1. The chairman of any meeting of the directors or of any committee of the directors shall not be entitled to a second or casting vote. Regulation 88 shall be modified accordingly.
- 16.2. No business shall be transacted at any meeting of the directors unless a quorum of directors is present when the meeting proceeds to business. Subject to the provisions of this Article, the quorum shall be two directors. In the event that at any duly convened meeting of the directors, the meeting is not so quorate, the meeting shall be adjourned to the same day in the next week at the same time and place and at that adjourned meeting the quorum shall be any two directors. An alternate director shall be counted in the quorum in the same capacity as his appointor, but so that not less than two individuals will constitute the quorum.
- 16.3. Unless otherwise agreed by in writing in any particular case:
- 16.3.1. at least 14 clear days' notice in writing shall be given to each director of every meeting of the directors;

16.3.2. Regulation 111 shall be read as if the words "except that a notice calling a meeting of the directors need not be in writing" were deleted therefrom;

16.3.3. Each notice shall (a) be sent to the address notified from time to time by each director to the secretary (or, if there is none at that time, the chairman) as his address for service (or if no address has been supplied, to his last known address); (b) contain an agenda specifying in reasonable detail the matters to be discussed at the relevant meeting.

16.4. Appropriate complete minutes of each meeting of the directors shall be maintained by the Company and copies of them distributed to the directors as soon as reasonably practicable after the meeting has been held.

17. NOTICES

A notice under these Articles may be sent by facsimile or e.mail transmission. Regulations 111 and 112 shall be amended accordingly. A notice sent by post shall be deemed to be given at the time when the same was posted. A notice sent by facsimile or e.mail transmission shall be deemed to have been given when the facsimile or e.mail was transmitted. The second sentence of regulation 115 shall not apply.

18. WRITTEN RESOLUTIONS

18.1. a resolution in writing executed or approved by telegram or telefax by or on behalf of:-

- all the relevant Members in the case of a resolution of the Members or any class of them; or
- all the Directors, in the case of a resolution of the Board; or

shall be as valid and effectual as if it had been duly passed at a general meeting or a meeting of the Board or a committee of the Board (as the case may be) and the written resolution may consist of several documents in a similar format each executed or approved by one or more persons. Regulations 53 and 93 of Table A shall be modified accordingly.

- 18.2. A meeting of the Board or of a committee of the Board may consist of a conference between Directors who are not all in one place, but each of whom is able (directly or by telephonic communication) to speak to each of the others and to be heard by each of the others simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Subject to the provisions of the Act, all business transacted in such manner by the Board or a committee of the Board shall for the purposes of these Articles be deemed to have been validly and effectively transacted at a meeting of the Board or a committee of the Board, notwithstanding that fewer than two Directors or alternate directors are physically present in 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 group, where the chairman of the meeting then is and the word "meeting" in these Articles shall be construed accordingly.

19. INDEMNITY

- 19.1. In addition to the indemnity contained in Regulation 118 of Table A and subject to the provisions of section 310 of the Act, every director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities properly incurred by him in or about the execution and discharge of the duties of his office.
- 19.2. The Company may purchase and maintain for any officer or auditor of the Company insurance against liability which by virtue of any rule of law would otherwise 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.

Names and Addresses of subscribers

share type

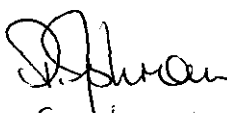
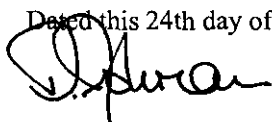
number

Duncan Mark Ashman
1 Chatford Cottages
Litfield Road
Clifton
Bristol BS8 3LL


A Ord

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Dated this 24th day of November 2004



for & on behalf of NMGW Secretaries
Secretary NMGW Secretaries Limited Limited


Witness Susan Dunn

Crown House
37-41 Prince St
Bristol BS1 4PS.