



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5662199

The Registrar of Companies for England and Wales hereby certifies that
THE AMPHION GROUP 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 23rd December 2005



N0 5662199N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

5662199

Company name

THE AMPHION GROUP LIMITED

I,

BROADWAY DIRECTORS LIMITED

of

50 BROADWAY
LONDON
SW1H 0BL

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



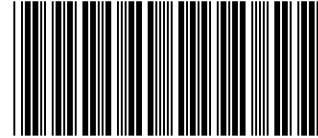
Companies House

— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **22/12/2005**



XZUW4BFG

*Company Name
in full:* **THE AMPHION GROUP LIMITED**

*Proposed Registered
Office:* **50 BROADWAY
LONDON
SW1H 0BL**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **JORDANS LIMITED**
Agent's Address: **21 ST THOMAS STREET
BRISTOL
BS1 6JS**

Company Secretary

Style/Title: **MR**
Name **BROADWAY SECRETARIES LIMITED**

Address: **50 BROADWAY
LONDON
SW1H 0BL**

Consented to Act: **Y** *Date authorised* **22/12/2005** *Authenticated:* **Y**

Director 1:

Style/Title: **MR**
Name **ROGER ANDREW USHER**

Address: **35F PIGGOTSHILL LANE
HARPENDEN
HERTFORDSHIRE**

AL5 1LR
Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **15/12/1948**

Consented to Act: **Y** *Date authorised* **22/12/2005** *Authenticated:* **Y**

Other Directorships: **00397914 ST GEORGES SCHOOL (HARPENDEN) LIMITED
02732176 ADAM SMITH INTERNATIONAL LTD
05644806 ITB-EUROPE LIMITED**

Director 2:

Style/Title: **MR**
Name **PETER YOUNG**

Address: **109 CAMBERWELL GROVE
LONDON
SE5 8JH**

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **07/10/1958**

Consented to Act: **Y** *Date authorised* **22/12/2005** *Authenticated:* **Y**

Other Directorships: **02732176 ADAM SMITH INTERNATIONAL LTD
05648068 ADAM SMITH SERVICES LIMITED**

Director 3:

Style/Title: **MR**
Name **WILLIAM MORRISON**

Address: **84 BUCKINGHAM ROAD
HARLESDEN
LONDON
NW10 4RR**

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **31/01/1970**

Consented to Act: **Y** *Date authorised* **22/12/2005** *Authenticated:* **Y**

No:

The Companies Act 1985
Private Company Limited by Shares
MEMORANDUM OF ASSOCIATION
of
THE AMPHION GROUP LIMITED

Incorporated on

- 1 The Company's name is "THE AMPHION GROUP LIMITED".
- 2 The Company's registered office will be situated in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company. Without prejudice to the generality of this object and the powers of the Company derived from Section 3A of the Companies Act 1985 ("the Act") the Company has power to do all or any of the following things:-
 - 3.1 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or enter any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures debenture stock or securities that may have been agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
 - 3.2 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be deemed appropriate and to hold or otherwise deal with any investments made.
 - 3.3 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).

- 3.4 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its unclad capital, and also by similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.5 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.6 To apply for, promote and obtain any Act of Parliament, order, or licence of any department of state or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.7 To enter into any arrangements with any government or authority that may seem conducive to the attainment of the Company's objects or any of them.
- 3.8 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 3.9 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company.

- 3.10 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.11 To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- 3.12 To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- 3.13 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the spouses, widows, widowers, children and other relatives and dependants of such persons; to make payments towards insurance, including insurance for any Director, Officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their spouses, widow, widower, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- 3.14 To procure the Company to be registered or recognised in any part of the world.
- 3.15 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- 3.16 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:-

- (1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) The word “Company” in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (3) In this Clause the expression “the Act” means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4 The liability of the Members is limited.

5 The Company’s share capital is £100 divided into 100 Ordinary Shares of £1 each.

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.

Name and address of Subscriber	Number of shares taken by the Subscriber
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1	For and on behalf of BROADWAY DIRECTORS LIMITED 50 Broadway LONDON SW1H 0BL	- One
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Total shares taken	- 1
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Dated 22/12/2005

No:

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

THE AMPHION GROUP LIMITED

1 PRELIMINARY

- 1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended (such Table being hereinafter called “Table A”) shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 1.2 In these Articles the expression “the Act” means the Companies Act 1985 as amended, 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 SHARE CAPITAL

- 2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 2.2 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the maximum nominal amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- 2.3 In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

SHARES

- 3 The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person 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 in Table A shall be modified accordingly.
- 4 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 in Table A of the words “and all expenses that may have been incurred by the Company by reason of such non-payment”.

5 GENERAL MEETINGS AND RESOLUTIONS

- 5.1 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 5.2 No business shall be transacted at any General Meeting unless a quorum is present. Subject to Article 5.3 below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 5.3 If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum and Regulation 40 of Table A shall be amended accordingly.
- 5.4 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- 5.5 Regulations 40 and 41 in Table A shall not apply to the Company.
- 5.6 Any director or company secretary of a corporate Member shall be deemed to be an authorised representative of such Member for the purposes of Regulation 54 of Table A.

6 SINGLE MEMBER COMPANY

- 6.1 If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act.

- 6.2 Any decision taken by a sole Member pursuant to Article 6.1 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minutes Book.

7 APPOINTMENT AND REMOVAL OF DIRECTORS

- 7.1 Regulation 64 in Table A shall not apply to the Company.
- 7.2 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly.
- 7.3 The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 7.4 No person other than a person proposed by the Directors shall be appointed a Director at any General Meeting unless not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 7.5 Subject to Article 7.4 above, the Company may by Ordinary Resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director or remove any Director.
- 7.6 Without prejudice to the foregoing provisions, whenever the Company has a sole Member that Member shall have the right by notice in writing sent to the registered office to appoint or remove a person as Director of the Company and such appointment or removal shall be effective as if made by the Company in General Meeting pursuant to Article 7.5.
- 7.7 In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased Member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company pursuant to Article 7.5.
- 7.8 The Directors may appoint a person who is willing to act as a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of Directors to exceed the maximum number fixed by or in accordance with these Articles.

PROCEEDINGS OF DIRECTORS

- 8 A Director may participate in a meeting of the Directors or a committee of directors of which he is a member by means of a conference telephone or

similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner is deemed to constitute presence at the meeting.

9 GRATUITIES AND PENSIONS

- 9.1 The Directors may exercise the powers of the Company conferred by Clause 3.13 of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- 9.2 Regulation 87 in Table A shall not apply to the Company.

10 THE SEAL

- 10.1 If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- 10.2 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.

11 INDEMNITY

- 11.1 Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- 11.2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- 11.3 Regulation 118 in Table A shall not apply to the Company.

Name and address of Subscriber

For and on behalf of
BROADWAY DIRECTORS LIMITED
50 Broadway
LONDON
SW1H 0BL

Dated 22/12/2005