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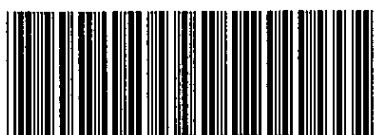
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6310455

The Registrar of Companies for England and Wales hereby certifies that
BEALAW (MAN) 43 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 12th July 2007



N06310455B

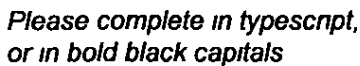


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



CHFP025

6310455 **12**

Declaration on application for registration

Company Name in full

Bealaw (Man) 43 Limited

1. Leila Porter

of St Anns House, St Ann Street, Manchester, M2 7LP

† Please delete as appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company],
[Name of the solicitor]
[Address of the solicitor]
[City]
[County]
[Postcode]
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

L. B. B.

Declared at

St Anns House, St Ann Street, Manchester, M2 7LP

Day Month Year

On

0	5	0	7	2	0	0	7
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① Please print name

before me ❶

ALL SHE

Signed

Date _____

5/7/2007

† A Confidential Source of Information of the FBI is not to be used in the presence of 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

Beachcroft LLP

St Ann's House, St Ann Street, Manchester, M2 7LP

Tel 0161 934 3000

DX number DX 14341

DX exchange Manchester

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



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A708JR0N

06/07/2007

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COMPANIES HOUSE

Laserform International 12/99

FRIDAY



10

Please complete in typescript,
or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Bealaw (Man) 43 Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

St Ann's House

St Ann Street

Post town Manchester

County / Region Greater Manchester

Postcode M2 7LP

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 visible to searchers of the
public record

Beachcroft LLP

St Ann's House, St Ann Street, Manchester, M2 7LP

Tel 0161 934 3000

DX number DX 14341 DX exchange Manchester

FRIDAY



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06/07/2007

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COMPANIES HOUSE

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Registrar of Companies at

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for companies registered in England and Wales 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 Bealaw (Man) 43 Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) Beach Secretaries Limited

Surname

Previous forename(s)

Previous surname(s)

Address ††

St Ann's House

St Ann Street

Post town Manchester

County / Region

Postcode M2 7LP

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

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) Croft Nominees Limited

Surname

Previous forename(s)

Previous surname(s)

Address ††

St Ann's House

St Ann Street

Post town Manchester

County / Region

Postcode M2 7LP

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

Business occupation

Other directorships

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

Consent signature

Date

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="checkbox"/>		<input type="text"/>			
		Post town	<input type="text"/>			
		County / Region	<input type="text"/>	Postcode	<input type="text"/>	
		Country	<input type="text"/>			
			Day	Month	Year	
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
	Business occupation	<input type="text"/>				
	Other directorships	<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****Signed****Date***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(s) 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 **is or 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

Company Number

777730/20

The Companies Acts 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

BEALAW (MAN) 43 LIMITED

FRIDAY



A01 "A708LR0P"
06/07/2007
COMPANIES HOUSE

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- 1 The name of the Company is "Bealaw (Man) 43 Limited"
- 2 The registered office of the Company will be situated in England and Wales
- 3 The objects for which the Company is incorporated are to carry business as a general commercial company and without prejudice to the generality of the foregoing
 - 3 1 To employ the funds of the Company in the development and expansion of the business of the Company and all or any of its Associated Companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its Associated Companies or of any other industry ancillary thereto or which can conveniently be carried on in connection therewith
 - 3 2 To co-ordinate the administration, policies, management, supervision, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as financial advisers and consultants to, any company or companies or group of companies now or hereafter become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed
 - 3 3 To become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind, of any company any of whose shares or evidence of indebtedness are at any time held by or for the Company or in which the Company is interested or with which it is associated, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares or evidence of indebtedness
 - 3 4 To organise, incorporate, reorganise, finance, aid and assist, financially or otherwise, companies and to underwrite or guarantee the subscription of shares, securities or notes of any kind, and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof
 - 3 5 To carry on the business of land and property developers of every and any description and to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in companies, policies of insurance and other such property as the Company may deem fit and shall acquire the same for the purposes of investment and development and with a view to receiving the income therefrom, and to enter into any contracts and other arrangements of

all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise, and to carry on any other trade or business, whatever, of a like and similar nature

- 3 6 To act as trustee of any kind including trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any trust or trust business (including the business of acting as trustee under wills and settlements), and to do anything that may be necessary or desirable or assist in the obtaining of any benefit under the estate of an individual, and also to undertake the office of executor, administrator, secretary, treasurer or registrar or to become manager of any business, and to keep any register or undertake any registration duties, whether in relation to securities or otherwise
- 3 7 To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision
- 3 8 To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents of any person
- 3 9 To manufacture, develop, process, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances, articles, services and material (tangible or intangible) of any kind which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require
- 3 10 To provide services of any kind including the carrying on of advisory, consultancy, brokerage and agency business of any kind
- 3 11 To carry on any other business, trade or activity which is carried on by an Associated Company or which can, in the opinion of the directors of the Company, be conveniently or advantageously carried on by the Company in connection or in conjunction with, or as ancillary to, any business, trade or activity which the Company is for the time being authorised to carry on or which is, in the opinion of the directors of the Company, calculated directly or indirectly to enhance the value of, or render profitable, any property, assets or rights of the Company or otherwise to advance the interests of the Company
- 3 12 To purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit
- 3 13 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, service marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account, manufacture under, or grant licences or

privileges in respect of, the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire

- 3 14 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person 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, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person or for subsidising or otherwise assisting any such person, 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 be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received
- 3 15 To sell, improve, repair, manage, develop, turn to account, exchange or let on rent, grant royalty, share of profits or otherwise, or grant licences, easements or other rights in, or over, and in any manner deal with, or dispose of, either together or in portions, the whole or any part or parts of the undertaking, property and assets of the Company for such consideration, and on such terms, as the directors may think fit including (but not limited to) shares, debentures or other securities of the person acquiring the same
- 3 16 To invest and deal with the moneys of the Company not immediately required in such manner as the directors may from time to time determine, and to hold or otherwise deal with any investments made and to receive any moneys or securities on deposit or loan on such terms as the directors may think fit
- 3 17 In any manner, and whether or not done with a view to the attainment of, or in connection with, any other object of the Company or the receipt by the Company of any direct or indirect consideration or advantage, to lend or advance money, or give credit to, or enter into any kind of guarantee, indemnity or suretyship for the payment or repayment of any money by, or the performance of any obligation of, or the discharge of any liability (whether present or future, actual or contingent) of, any person including (but not limited to) any Associated Company
- 3 18 To borrow or raise money in such manner as the directors may think fit for the purposes of, or in connection with, the business of the Company or of any other person including (but not limited to) any Associated Company, 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
- 3 19 For the purposes of, or in connection with, the business of the Company or any other person including (but not limited to) any Associated Company, to mortgage or charge or give any security over the whole or any part or parts of the present and future undertaking, property and assets of the Company (including its uncalled capital for the time being) 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 assurances 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, or otherwise by way of security for the performance of any obligation of the Company

- 3 20 To draw, make, accept, endorse, discount, negotiate, execute or issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and any other negotiable or transferable instruments
- 3 21 To apply for, promote, and obtain any Act of Parliament, order or licence of the Secretary of State or other authority for enabling the Company or any Associated Company to carry any of its objects into effect, or for effecting any modification of its constitution, or for any other purpose which may seem to the directors calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interests of the Company or any other person including (but not limited to) any Associated Company
- 3 22 To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions
- 3 23 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place, underwrite and exercise and enforce all rights and powers conferred by or incidental to the ownership of shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other person constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- 3 24 To the extent permitted by law, to give any form of financial assistance directly or indirectly for the purpose of or in connection with an acquisition of shares in the Company or a holding company of the Company, or for the purpose of, or in connection with the reduction or discharge of any liability incurred by any person in connection with such an acquisition
- 3 25 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company in which the Company has a direct or indirect financial interest including (but not limited to) any Associated Company and to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company 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
- 3 26 To promote any other company for the purpose of acquiring the whole or any part of the undertaking, business, property, assets or any liabilities, of the Company, or of undertaking any business or operations which may appear to the directors likely to assist or benefit the Company or any Associated Company or to enhance the value of the whole or any part or parts of the undertaking, property, assets or business of the Company or any Associated Company and to place, or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company
- 3 27 To act as agent, broker or trustee for any person, firm or company, and to undertake and perform sub- contracts

- 3 28 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or any Associated Company, or to contract with any person to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company or any Associated Company
- 3 29 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments, to any persons who are or were at any time in the employment or service of the Company or any Associated Company, or who are, or were at any time directors or officers of the Company or of any Associated Company or who were and are the wives, widows, families or dependants of any such persons, and also to establish and subsidise, or subscribe to, any institution, association, club or fund calculated to be for the benefit of or to advance the interests and well-being of the Company or of any Associated Company, or of any such persons, and to make payments for, or towards, the insurance of any such persons, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the foregoing either alone, or in conjunction with any other person including (but not limited to) any Associated Company. In this paragraph "Associated Company" includes the predecessors in business of any Associated Company
- 3 30 To pay for any property or rights acquired by the Company or remunerate any person rendering services to the Company, either in cash or by the allotment of any 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 the issue of 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 directors may determine
- 3 31 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 or security of any person, 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 person, or partly in one mode and partly in another, and generally on such terms as the directors may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired
- 3 32 To distribute among the members of the Company in kind any property of the Company of whatever nature
- 3 33 To procure the Company to be registered or recognised in any part of the World
- 3 34 To do all or any of the above things in any part of the World and as principal, agent, trustee, contractor or otherwise and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise
- 3 35 To do all such other things as may in the opinion of the directors be deemed incidental to, or conducive to the attainment of, the above objects or any of them

- (i) The objects set forth in each sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto. None of the objects specified in any sub-clause shall (except where expressly so provided) be in any way limited or restricted by reference to, or inference from, any other object or objects specified in the same or any other sub-clause or the terms of any other sub-clause or the name of the Company. None of the sub-clauses or the object or objects specified therein or the powers conferred thereby shall be deemed subsidiary or ancillary to any other sub-clause or any other objects specified in the same sub-clause or to any power conferred thereby or to any object specified in or power conferred by any other sub-clause. Each sub-clause shall be deemed to specify objects of the Company and the Company shall have full power and capacity to exercise any power conferred by, and to achieve, or endeavour to achieve, all or any of the objects specified in any sub-clause as if the objects specified in each sub-clause were specified in a separate sub-clause and each sub-clause specified the objects of a separate and distinct company.
- (ii) The word "person" includes any individual, company, corporation, firm, partnership, or body or association of persons domiciled in any part of the World and either incorporated or unincorporated and any legal person.
- (iii) The word "property" includes property of every kind, whether real or personal, moveable or immovable, tangible or intangible or otherwise, in any part of the World and all rights and privileges in, or over, such property.
- (iv) The words "Associated Company" mean any subsidiary or holding company of the Company or any subsidiary of any holding company of the Company or any other company in which the Company, or any such subsidiary or holding company, is directly or indirectly interested.
- (v) The words "holding company" and "subsidiary" have the meanings ascribed by Section 736 of the Companies Act 1985 as from time to time amended, substituted, modified or re-enacted.
- (vi) The words "and" and "or" shall mean "and/or".
- (vii) The words "other" and "otherwise" shall not be construed *eiusdem generis* where a wider construction is possible.

4 The liability of the members is limited

5 The share capital of the Company is £100 divided into 100 shares of £1 each

We, the only person whose name and address is subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and agree to take the number of shares in the capital of the Company set opposite our name

**Name, Address and Description of
Subscriber**

Number of Shares

One

L. Brice

for and on behalf of

Croft Nominees Limited
St Ann's House
St Ann Street
Manchester
M2 7LP

TOTAL SHARES TAKEN

One

DATED this 5 day of July 2007

WITNESS TO THE ABOVE SIGNATURE

L. Lovell

Name Laura Lovell
Occupation Trainee Solicitor
Address St Ann's House
 St Ann Street
 Manchester
 M2 7LP

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BEALAW (MAN) 43 LIMITED

1 Preliminary

Except as otherwise provided in these articles the regulations contained in Table A shall constitute the regulations of the Company. In the case of any inconsistency between these articles and the regulations of Table A, the provisions of these articles shall prevail. A copy of Table A is set out in the schedule to these articles.

2 Definitions and interpretation

2.1 In these articles

- (a) the following words and expressions shall (except where the context otherwise requires) have the following meanings

"Business Day" means any day other than a Saturday, Sunday or a public holiday in England,

"Company" refers to the above named company

"electronic communication" has the same meaning as in the Electronic Communications Act 2000,

"Table A" means Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A-F) (Amendment) Regulations 1985 (SI 1985/1052) and Schedule I to the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000/3373),

- (b) words and expressions defined in the Act or Table A shall have the same meanings in these articles unless the context otherwise requires, and

- (c) any reference to presence at a general meeting or class meeting shall include presence of a member by a duly authorised representative and shall include presence which is deemed in accordance with these articles (and "presence" shall be construed accordingly)

3 Share capital

The share capital of the Company as at the date of these articles is £100 divided into 100 ordinary shares of £1 each

4 Shares

- 4 1 During the period of five years from the date of incorporation of the Company, the directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities forming part of the authorised share capital of the Company with which the Company is incorporated
- 4 2 The directors may also at any time after the expiry of the authority granted by article 4 1 allot any relevant securities in accordance with any offer or agreement which is made by the Company prior to such expiry

5 Lien

- 5 1 The Company shall have a first lien on every share (whether or not fully paid) for any amount (whether presently payable or not) owing to the Company from the holder (whether a sole holder or one of two or more joint holders) and whether or not it is owing in respect of that share
- 5 2 Regulation 8 of Table A does not apply

6 Transfer of Shares

Any instrument of transfer in respect of the first transfer of any shares issued on the incorporation of the Company need only be executed by or on behalf of the transferor whether or not fully paid Regulation 23 of Table A shall be modified accordingly

7 Proceedings at general meetings

- 7 1 If a quorum is not present at any such adjourned meeting as is referred to in regulation 41 of Table A, then, provided that the member present holds at least 75% in nominal value of the ordinary shares of the Company in issue, any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a general meeting of the Company duly convened and held
- 7 2 If at any general meeting any votes shall be counted which ought not to have been counted, or shall not be counted which ought to have been counted, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to affect the result of the voting
- 7 3 Any member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the Company by means of any communications system whereby all those participating in the meeting can hear and address each other Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum A meeting held by such means shall be deemed to take place where the largest number of participators is assembled or if no such group can be identified at the location of the chairman
- 7 4 Regulation 57 of Table A shall not apply

- (a) A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several documents each executed by or on behalf of one or more members
- (b) Where the Company and any member have so agreed, the confirmation to the Company by such member of his assent to any resolution by means of an electronic communication shall be deemed to constitute a duly executed document for the purposes of article 75(a) Any such electronic communication shall be sent to the address notified by the Company for this purpose
- (c) Regulation 53 of Table A shall not apply

8 Proxies

An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority may be handed to the chairman of the relevant meeting and regulation 62 of Table A shall be modified accordingly

9 Directors

- 9.1 Unless otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum but shall be at least one Regulation 64 of Table A shall not apply
- 9.2 Any adult person may be appointed or elected as a director whatever his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age
- 9.3 The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director
- 9.4 A member or members having the right to attend and vote at any general meeting of the Company and holding at least 75% in nominal value of the shares giving that right may from time to time by notice in writing to the Company remove any director from office or appoint any person to be a director, and any such removal or appointment shall be deemed to be an act of the Company and not only of such member or members Any such notice may consist of one or more documents each executed by or on behalf of such member or members and shall take effect at and from the time when such notice is received at the registered office of the Company or produced to a meeting of the directors of the Company
- 9.5 The directors shall not be liable to retirement by rotation and regulations 73 to 80 of Table A (inclusive) shall not apply

10 Alternate directors

- 10.1 Any director (other than an alternate director) may appoint any other person (including another director) to be an alternate director and may remove from office an alternate director so appointed by him Regulation 65 of Table A shall not apply

- 10 2 An alternate director shall have the same entitlement to receive notice of meetings as the entitlement of his appointor and he shall have one vote for each director for whom he acts as alternate (in addition to his own vote if he is also a director) (but he shall count as one person only for the purpose of determining whether a quorum is present) The first sentence of regulation 66 of Table A shall be modified accordingly The second sentence of regulation 66 of Table A shall not apply
- 10 3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director Regulation 67 of Table A shall not apply
- 10 4 Any appointment or removal of an alternate director shall be by notice to the Company from the director making or revoking the appointment or in any other manner approved by the directors Regulation 68 of Table A shall not apply

11 Vacation of office by directors

- 11 1 The office of a director shall be vacated if any director
- (a) has a bankruptcy order made in respect of him under Part IX of the Insolvency Act 1986,
 - (b) becomes prohibited by law from being a director,
 - (c) in the reasonable opinion of all his co-directors becomes incapable by reason of mental disorder of discharging his duties as a director,
 - (d) resigns his office by written notice to the Company, or
 - (e) is removed from office pursuant to article 9 4
- 11 2 Regulation 81 shall not apply

12 Proceedings of directors

- 12 1 Provided that he has disclosed to the directors any material interest, a director shall be entitled to vote at a meeting of directors or of a committee of the directors in respect of such contract or proposed contract in which he is interested and shall also be counted in reckoning whether a quorum is present at such a meeting Regulations 94 to 96 (inclusive) of Table A shall not apply
- 12 2 Notice of every meeting of the directors shall in so far as reasonably practicable be given orally (or in writing) to every director and alternate director (whether or not within the United Kingdom), but the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director shall not invalidate the proceedings at that meeting Regulation 88 of Table A shall be modified accordingly
- 12 3 Where there is one director only, the quorum for any meeting of directors or committee of directors shall be one and that director or his alternate shall exercise all the powers and discretions expressed to be vested in the directors by the regulations of Table A and by these articles Regulation 69 of Table A shall be modified accordingly
- 12 4
- (a) A resolution in writing executed by or on behalf of all the directors entitled to

receive notice of a meeting of directors or of a committee of directors shall be as effectual as if it had been passed at a meeting of the directors or, as the case may be, a committee of directors duly convened and held and may consist of several documents each executed by or on behalf of one or more directors, but a resolution executed by an alternate director need not also be executed by his appointor and, if it is executed by a director who has appointed an alternate director, it need not also be executed by the alternate director in that capacity

(b) Where the Company and any director have so agreed, the confirmation to the Company by such director of his assent to any resolution by means of an electronic communication shall be deemed to constitute a duly executed document for the purposes of article 12 4(a) Any such electronic communication shall be sent to the address notified by the Company for this purpose

(c) Regulation 93 of Table A shall not apply

12 5 Any director may participate in a meeting of directors by means of any communications system whereby all those participating in the meeting can hear and address each other Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum A meeting held by such means shall be deemed to take place where the largest number of participators is assembled or if no such group can be identified at the location of the chairman

13 Notices

13 1 Any notice in writing given under these articles may

(a) be delivered or sent by first class post (airmail if overseas)

in the case of a member or his legal personal representative or trustee in bankruptcy

to such member's address as shown in the Company's register of members or the address notified to the Company for that purpose,

in the case of a director or alternate

to his last known address or the address last notified to the Company for that purpose, and

in the case of the Company,

to its registered office,

or

(b) where a fax number or an address for email or other form of electronic communication has been notified to or by the Company for that purpose, be sent by the relevant form of electronic communication to that address

13 2 Any such notice shall be deemed to have been served and be effective

(a) if delivered, at the time of delivery, and

(b) if posted or sent by fax, email or any other form of electronic communication

on receipt or 48 hours after the time it was sent, whichever occurs first,

13 3 In the case of joint holders of a share all notices shall be given to the joint holder whose name stands first in the register of members of the Company in respect of the joint holding. Notice so given shall constitute notice to all the joint holders.

13 4 Regulations 112 and 115 of Table A shall not apply.

14 **Winding up**

In regulation 117, the words "with the like sanction" shall be inserted immediately before the words "determine how the division"

15 **Indemnity**

15 1 Subject to the provisions of the Act but without prejudice to any indemnity to which the Auditor or Company Secretary may otherwise be entitled, the Auditors and Secretary of the Company shall be indemnified against all liability incurred by them as such in defending any proceedings, whether civil or criminal, in respect of alleged negligence, default, breach of duty or breach of trust, in which judgment is given in their favour, or which they are acquitted or in which relief is granted to them by the Court, but not otherwise.

15 2 The Company may fund by way of loan or otherwise a director's expenditure in defending civil or criminal proceedings or in connection with any application under Section 143(3) or (4) and section 727 of the Act provided that the loan or other support must be repaid or otherwise discharged not later than

- (a) the date the director's conviction becomes final,
- (b) the date judgment against the director becomes final, or
- (c) if the court refuses to grant relief, on the date the refusal of such relief becomes final.

15 3 The Company also indemnifies the Directors against any third party proceedings and applications for relief from liability which are qualifying third party indemnity provisions under the Act and as such the indemnity does not cover -

- (a) a liability to the Company or to any associated company,
- (b) payment of a criminal fine or a regulatory penalty,
- (c) any liability incurred in defending any criminal proceedings in which he is convicted, or in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him, or in an unsuccessful application for relief from liability under the provisions for relief in the Act.

15 4 Regulation 118 of Table A shall not apply.

**Name, Address and Description of
Subscriber**

Number of Shares

One

for and on behalf of

L. Bone

Croft Nominees Limited
St Ann's House
St Ann Street
Manchester
M2 7LP

TOTAL SHARES TAKEN

One

DATED this 5 day of July 2007

WITNESS TO THE ABOVE SIGNATURE

L. Lovell

Name Laura Lovell
Occupation Trainee Solicitor
Address St Ann's House
 St Ann Street
 Manchester
 M2 7LP