



00223889

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

- of -

Northern Ireland Science Park Property Limited

Cleaver Fulton Rankin
Solicitors
50 Bedford Street
Belfast
BT2 7FW

NI 38987/1

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

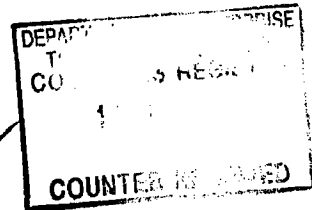
REGISTERED

25 JUL 2000

MEMORANDUM OF ASSOCIATION

-of-

Northern Ireland Science Park Property Limited



1. The name of the Company is Northern Ireland Science Park Property Limited ✓
2. The Registered Office of the Company will be situate in Northern Ireland. ✓
3. The objects for which the Company is established are:-
 - 3.1. To carry on all or any of the businesses of dealers in and developers of land hereditaments and property of any description or tenure; to carry on all or any of the businesses of a property investment company in all its branches; and to acquire by lease, purchase, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, construct, reconstruct, improve, alter, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description;

and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not and to collect rents and income; and to undertake and provide management, administration and consultancy services of all kinds and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account; to carry on all or any of the businesses of land, estate and property developers, repairers and jobbers, estate agents and managers, rent collectors, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account; and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by or connected with the Company

- 3.2. To carry on the business of financiers for the promotion of the sale for cash or on credit or on the instalment system, hire purchase, hire agreement or easy payment system or otherwise of all kinds of articles and things which the Company has power to manufacture or deal in and generally any other article or articles, description of goods or materials which can advantageously or conveniently be dealt with by the Company in connection with or as accessory or cognate to the said business of the Company and in connection therewith or otherwise to lend and advance money to, or negotiate loans on behalf of such persons, firms or companies and on such terms as may seem expedient and in particular to or on behalf of persons, firms or companies concerned in any way whatever in sale or purchase in manner aforesaid of any of the foregoing articles or goods
- 3.3. To acquire by purchase, lease, exchange or otherwise, and whether for investment or other purpose, land, buildings and hereditaments of any tenure or description, any estate or interest therein, any rights over or connected therewith, and any freehold and leasehold ground rents, and to traffic in or

- 3.4. To enter into or purchase the benefit of any contracts for the manufacture by some other person, firm or company of any of the things which this Company has power to manufacture and deal in, and also to purchase the benefit of any contract to supply any person, firm or company with any such things, and to make arrangements with any person, firm or company for the concession of any special rights, privileges and advantages and in particular with regard to the supply of goods
- 3.5. To carry on any other business whatsoever which may seem to the Company capable of being conveniently carried on by the Company in connection with any business which the Company is authorised to carry on or calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being
- 3.6. To apply for, obtain, purchase or otherwise acquire any trade secrets, processes, inventions, trade marks, copyrights, patterns, designs, patents, licences and like rights which may seem capable of being used in connection with any business which the Company is authorised to carry on and to use, exercise or develop the same and grant licences in respect thereof
- 3.7. To acquire and 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 this 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 into any arrangement for sharing profits, or for co-operation, or for mutual assistance with 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, 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

- 3.8. To improve, manage, cultivate, develop, exchange, grant in fee farm, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- 3.9. To invest and deal with the moneys of the Company in such shares or upon such securities and in such manner as may from time to time be determined
- 3.10. To make advances upon the security of land or house or other property or any interest therein and to lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on any stock, shares and securities of any Company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities
- 3.11. To borrow and raise money, and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, or for such consideration as may be thought fit, debentures, mortgage debentures and debenture stock, payable to bearer or otherwise,

and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance

- 3.12. 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, and also by way of security for the performance of any contracts or obligations of the Company
- 3.13. To receive money, valuables and securities of all kinds for safe custody or on deposit or loan upon such terms as the Company may approve and to guarantee the debts and contracts of customers and others
- 3.14. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- 3.15. To apply for, promote, and obtain any Act of Parliament, Provisional Order, or licence 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- 3.16. To enter into any arrangements with any governments or authorities (supreme, municipal, local, or otherwise) or any companies, firms, or persons, that may seem conducive and to obtain from any such government, authority, company, firm or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions
- 3.17. To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any

business capable of being carried on so as directly or indirectly to benefit this Company

- 3.18. To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others
- 3.19. To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise, as may be thought expedient
- 3.20. 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, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of this Company
- 3.21. To support, and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its 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 to 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, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; 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 wives, widows, children, and other relatives and dependents
- 3.22. To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this

- 3.23. To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock or securities of any such Company
- 3.24. To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- 3.25. To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership or in any other manner
- 3.26. To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing
- 3.27. To procure the Company to be registered or recognised in any dominion or dependency and in any foreign country or place

- 3.28. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them
- 3.29. In good faith to pay any premium in respect of any insurance or indemnity to cover the liability of the directors of the Company (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: Provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the directors of the Company (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the directors of the Company (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not

And it is hereby declared that the word "company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company

4. The liability of the members is limited .
5. The share capital of the Company is £100,000 ordinary shares divided into 100,000 shares of £1.00 each. The shares in the original or any increased capital and whether issued or not may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise .

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

Names, Addresses and Descriptions
of Subscribers

Number of
Shares taken by each Subscriber

Jennifer Ebbage
Ms Jennifer Elizabeth Ann Ebbage
21 Hampton Manor
Belfast
County Antrim
BT7 3EL

1 ✓

Total Number of Shares Taken:

1 /

Dated the 14 day of July 2000

Witness to the above signatures:

Catherine A Mc Court
CATHERINE MC COURT
50 BEDFORD STREET
BELFAST BT2 7FW
PARALEGAL