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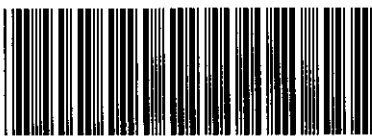
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4501223

The Registrar of Companies for England and Wales hereby certifies that  
ACRAMAN (295) 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 1st August 2002



\*N045012234\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B

Package: 'Laserform'  
by Laserform International Ltd.

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHFP025

Company Name in full

Acraman (295) Limited

I, Nadia Lisa Toson

of Bush House, 72 Prince Street, Bristol, BS99 7JZ

† 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 to be registered or director of the registered company under the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

Declarant's signature

Declared at

METCALFES 46-48 Queen Square Bristol.

Day Month Year

On

30 07 2002

● Please print name.

before me ●

TOM APPLEBY

Signed

Date

30/7/02.

† 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.

TLT Solicitors  
One Redcliff Street  
Bristol  
BS99 7JZ

Ref: AJO/5889.1 Tel 0117 917 7777  
DX number 7815 DX exchange Bristol

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**



A17 \*AAY60CYM\* 0688  
COMPANIES HOUSE 31/07/02

**Package:** 'Laserform'  
by Laserform International Ltd.

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

ACRAMAN (295) LIMITED

### Proposed Registered Office

ONE REDCLIFF STREET

(PO Box numbers only, are not acceptable)

Post town

BRISTOL

County / Region

Postcode

BS99 7JZ

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.

TLT Solicitors  
One Redcliff Street  
Bristol  
BS99 7JZ  
  
Tel 0117 917 7777  
DX number 7815      DX exchange Bristol

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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 **ACRAMAN (295) LIMITED**

**NAME** \*Style / Title  \*Honours etc

\* Voluntary details

Forename(s)

Surname **TLT SECRETARIES LIMITED**

Previous forename(s)

Previous surname(s)

†† 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** ††

**ONE REDCLIFF STREET**

Post town **BRISTOL**

County / Region  Postcode **BS99 7JZ**

Country **ENGLAND**

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

**Consent**  **Date** **25/7/02**

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title  \*Honours etc

Forename(s)

Surname **TLT DIRECTORS LIMITED**

Previous forename(s)

Previous surname(s)

†† 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** ††

**ONE REDCLIFF STREET**

Post town **BRISTOL**

County / Region  Postcode **BS99 7JZ**

Country **ENGLAND**

Day Month Year

**Date of birth**             **Nationality**

**Business occupation**

**Other directorships**

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

**Consent signature**  **Date** **25/7/02**

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title  \*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** ††

†† 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.

Post town

County / Region  Postcode

Country

Day Month Year

Date of birth  Nationality

Business occupation

Other directorships

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

Consent signature  Date

**This section must be signed by**

*Either*

an agent on behalf of all subscribers

Signed  Date

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

100624

L501223

026816

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

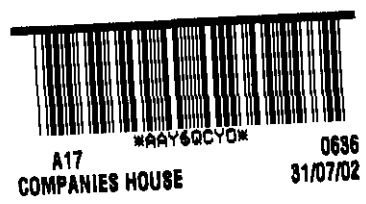
MEMORANDUM OF ASSOCIATION

of

ACRAMAN (295) LIMITED



1. The name of the Company is "ACRAMAN (295) LIMITED".
2. The registered office of the Company will be situated in England.
3. The object of the Company is to carry on business as a general commercial company and accordingly the Company may carry on any trade or business whatsoever and the Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it (including but not in any way limited to the power to borrow and to secure the repayment of any money borrowed and to guarantee and to secure the guarantee of the repayment of any money borrowed by any third party).
4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.



I, the person whose name and address are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take one share in the capital of the Company.

TLT DIRECTORS LIMITED  
One Redcliff Street  
Bristol  
BS99 7JZ

One

*R. H. Bowers for TLT Directors Ltd.*

Dated this *25<sup>th</sup>* day of *July* 2002

Witness to the above Signature:

AMANDA JANE O'BRIEN  
Bush House  
72 Prince Street  
Bristol BS99 7JZ



Company Secretarial Executive

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**of**  
**ACRAMAN (295) LIMITED**

**PRELIMINARY**

1. The Company is a private company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the Regulations contained or incorporated by reference in Table A in the Companies (Tables A to F) Regulations 1985 (as amended) (such Table being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References herein contained to "Regulations" are to Regulations in Table A and references herein to "the Act" are references to the Companies Act 1985 unless otherwise stated.

**SHARE CAPITAL**

2. The share capital of the Company on incorporation is £100 divided into 100 Ordinary Shares of £1 each.

**ALLOTMENT OF SHARES**

3. (a) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power to allot Ordinary Shares of £1 each (being relevant securities within the meaning of that Section) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of the share capital of the Company on incorporation at any time or times during the period of one year from the date of the Company's incorporation. The authority contained in this paragraph shall extend to the allotment of such shares (within such limit) after the expiry of such period of one year pursuant to an offer or agreement so to do made by the Company within that period.  
  
(b) After the authority to allot shares referred to in paragraph (a) hereof has been exhausted or has expired any further shares which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days)



within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares declined or deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; the further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offers or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by Special Resolution shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, but no shares offered to but not accepted by the Members under this paragraph shall be disposed of on terms more favourable to the subscriber thereof than the terms on which it was offered to the Members.

- (c) In accordance with Section 91 of the Act sub-section (1) of Section 89 and sub-sections (1) to (6) of Section 90 shall be excluded from applying to the Company.

#### **TRANSFER OF SHARES**

4. The Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

#### **TRANSMISSION OF SHARES**

5. The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

#### **NOTICES**

6. (a) Without prejudice to regulations 112 to 116 inclusive in Table A the Company may give notice to a Member by electronic means provided that:
- (i) the Member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and
  - (ii) the electronic means used by the Company enables the Member concerned to read the text of the notice.
- (b) A notice given to a Member personally or in a form permitted by Article 6 (a) above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.

- (c) Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 6 (a) above.
- (d) In this article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

## **GENERAL MEETINGS AND RESOLUTIONS**

- 7. Every notice conveying a General Meeting shall contain a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a Member; and notice 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 Auditor for the time being of the Company.
- 8. Regulation 41 shall be read and construed as if the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.
- 9. A resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members. Regulation 53 shall not apply to the Company.

## **APPOINTMENT OF DIRECTORS**

- 10. (a) Regulation 64 shall not apply to the Company.
- (b) The minimum number of Directors is one and, unless otherwise determined by ordinary resolution, the number of Directors is not subject to a maximum. A sole Director may exercise all the powers and discretions given to the Directors by these Articles and the Act.
- (c) The Directors shall not be required to retire by rotation and accordingly regulations 73 to 80 inclusive shall not apply to the Company.
- (d) The Members may by Ordinary Resolution passed at any General Meeting of the Company appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- (e) The Directors may appoint a person who is willing to act to be 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 any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and if not reappointed at such meeting, he shall vacate office at the conclusion thereof.

## ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor.
- (b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company 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, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.
- (c) An alternate Director shall (subject to his giving to the Company address at which notices may be served upon him) 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 to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.
- (d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting
- (e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director who he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.
- (f) Regulations 65 to 69 inclusive shall not apply to the Company.

## BOARD MEETINGS

12. (a) A person in communication by electronic means with the chairman and with all other parties to a meeting of the Directors or of a committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that but only for as long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
- (b) A meeting at which one or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

- (c) In this article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

## POWERS OF DIRECTORS

13. The quorum necessary for the transaction of the business of the Directors shall be two, except when there is only one Director. When there is only one Director, he may exercise all the powers conferred on Directors by these Articles.
14. (a) Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:-
- (i) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested;
  - (ii) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested;
  - (iii) may, or any firm or company of which he is a principal may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
  - (iv) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
  - (v) shall be entitled to vote and be counted in the quorum on any matter concerning paragraph (i) to (iv) above
- (b) For the purposes of this Article:-
- (i) a general notice to the Directors that a Director is to be regarded as having an interest in a particular transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and to the extent specified in such general notice;
  - (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
  - (iii) an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without the prejudice to any interest which the alternate director has otherwise.
- (c) Regulations 85, 86 and 94 to 96 inclusive shall not apply to the Company.

15. The Directors may exercise the powers of the Company conferred in the Memorandum to provide for pensions and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Accordingly Clause 87 in Table A shall not apply to the Company.

#### **DISQUALIFICATION OF DIRECTORS**

16. (a) The office of a Director shall be vacated if:-
- (i) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (iii) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - (iv) he resigns his office by notice to the Company.
- (b) Regulation 81 shall not apply to the Company.

#### **INDEMNITY**

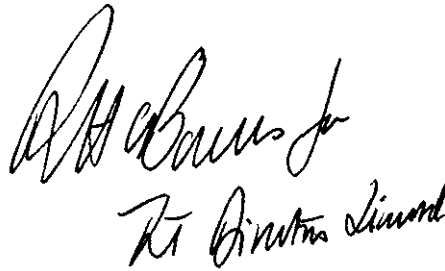
17. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, 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. Accordingly, Regulation 118 shall not apply to the Company.

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Name, Address and Description of Subscriber

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TLT DIRECTORS LIMITED  
One Redcliff Street  
Bristol  
BS99 7JZ



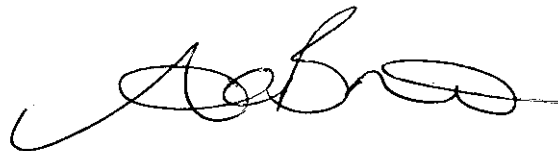
*R. A. Baines for  
R. Director Limited*

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Dated this *25th* day of *July* 2002

Witness to the above Signature:

AMANDA JANE O'BRIEN  
Bush House  
72 Prince Street  
Bristol BS99 7JZ



Company Secretarial Executive