

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5602798

The Registrar of Companies for England and Wales hereby certifies that
ROCHESTER INDUSTRIES 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 25th October 2005



NO 5602798V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— *for the record* —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



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

5602798

Company name

ROCHESTER INDUSTRIES LIMITED

I,

PREMIER SECRETARIES LIMITED

of

88A TOOLEY STREET
LONDON BRIDGE
LONDON
SE1 2TF

a

person named as a secretary 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

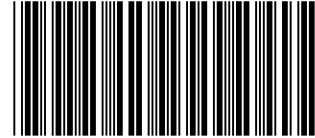


Companies House
— for the record —

10(ef)

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

Received for filing in Electronic Format on the: 25/10/2005



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*Company Name
in full:* **ROCHESTER INDUSTRIES LIMITED**

*Proposed Registered
Office:* **88A TOOLEY STREET
LONDON BRIDGE
LONDON
UK
SE1 2TF**

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

Agent's Name: **BLOOMSBURY MANAGEMENT
SERVICES LIMITED**

Agent's Address: **88A TOOLEY STREET
LONDON BRIDGE
LONDON
UK
SE1 2TF**

Company Secretary

Name **PREMIER SECRETARIES LIMITED**

Address: **88A TOOLEY STREET
LONDON BRIDGE
LONDON
SE1 2TF**

Consented to Act: **Y** *Date authorised* **25/10/2005** *Authenticated:* **Y**

Director 1:

Name **PREMIER DIRECTORS LIMITED**

Address: **88A TOOLEY STREET
LONDON BRIDGE
LONDON
SE1 2TF**

Consented to Act: **Y** *Date authorised* **25/10/2005** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **SUBSCRIBER** *Date Authorised:* **25/10/2005** *Authenticated:* **Yes**

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF ROCHESTER INDUSTRIES LIMITED

1. The name of the Company is ROCHESTER INDUSTRIES LIMITED.
2. The Registered Office of the Company will be in England and Wales.
3. The objects of the Company are:-
 - A. To carry on business as a general commercial company and any trade or business whatsoever and any lawful purpose pursuant to the Companies Acts, 1985 and 1989 as amended, extended or applied by or under any other enactment or as re-enacted.
 - B. To carry on any other business, which, in the opinion of the company, may be capable of being conveniently carried on in conjunction with or subsidiary to any other business of the company and is calculated to enhance the value of the company's property or further its objects or any of them.
 - C. To do all or any of the above things in any part of the world, whether acting as principals, agents, sub-contractors, trustees or otherwise, and whether acting alone or in association with others or by or through agents, sub-contractors, trustees or others.
 - D. To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorised to carry on, or to purchase or acquire any interest in or rent or hire any real or personal property whatsoever which may be necessary or convenient for the purpose of the company.
 - E. To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept, surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purpose of the company.
 - F. To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company.
 - G. To invest and deal with the monies of the company not immediately required for the purposes of the company in or upon such securities and subject to such conditions as may seem expedient.
 - H. To promote any other company and to underwrite the shares or debentures of that company.

- I. To amalgamate with or enter into any partnership, joint venture, union or profit sharing or any other business arrangement with any other company, firm association or person.
- J. To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange and any other negotiable and transferable instruments.
- K. To borrow, raise and secure the payment of money in such a manner as the company shall think fit; in particular to borrow money by the issue of debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital.
- L. To invest the funds of the company in shares and debentures or such other investments or securities as the company may determine to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient and to guarantee or give security for any liability or obligations of any person, company or firm.
- M. To sell all or any part of the undertaking, goodwill and assets of the company for such a price and upon such terms as may be thought fit.
- N. To establish any scheme, whether by the issue of shares or otherwise, where employers may share in the profits or take part in the management of the company.
- O. To pay the expenses of or incidental to the incorporation of the company.
- P. To do all such other things as are conducive or incidental to the attainment of the above objectives or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything contained in any other sub-clause.

- 4. The liability of the members is limited.
- 5. The share capital of the company is £10,000 divided into 10,000 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.

Names and Addresses of subscriber:	Number of shares taken
PREMIER FORMATIONS LIMITED 88A TOOLEY STREET LONDON BRIDGE LONDON SE1 2TF	ONE

Dated the 25 October 2005

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

PRELIMINARY

1. (a) The Regulations contained in Table A in the schedule to the companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereafter called "Table A") shall apply to the company save in so far as they are excluded or varied hereby and such Regulations (save as they are excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, 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.

SHARE CAPITAL

2. The directors of the Company are generally and unconditionally authorised to allot, grant options or otherwise dispose of the unissued share capital of the company, whether forming part of the original capital or not, for a period of five years from the date of incorporation to such persons on such terms and on such conditions as they think fit, subject to the provisions of Section 80 of the Act.
3. (a) The Company shall, before allotting any unissued shares, offer them to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and the offer shall be made by notice specifying the number of shares to which the member is entitled and a period of time (not less than 14 days) within which the offer if not accepted will be deemed to be declined, and after the expiration of the time limit or on receipt of a written notice from the Member declining the shares then the directors may dispose of them as they think proper.

(b) The provisions of Section 89(1) and Sections 90(1) to (6) inclusive shall not apply to the Company.

DIRECTORS

4. Regulation 64 in Table A shall not apply to the Company, unless otherwise determined by ordinary resolution in General Meeting of the Company there shall be no maximum number of directors and the minimum number shall be one. A sole director shall have authority to exercise all the powers and discretion's by Table A and by those Articles expressed to be vested in the Directors generally, and Regulation 89 is modified accordingly.
5. The Directors shall not be required to retire by rotation and Regulation 73 to 80 and 81(b) in Table A shall not apply to the Company.
6. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a

quorum at any meeting at which any such contract or arrangement is under consideration; and Regulations 94 and 95 of Table A shall be modified accordingly.

7. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.

TRANSFER OF SHARES

8. A member desiring to transfer shares otherwise than to the Company shall first give notice in writing handed personally or sent by registered or recorded delivery post to the Registered Office of the Company and to the last known address of the Directors and all Shareholders of the Company giving full particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price agreed between the transferor and the Directors, or failing an agreement to the price to be fixed by the Auditors of the Company as fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member willing to purchase all such shares on such conditions, then, but not before then, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice, but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and Regulation 24 of Table A shall be modified accordingly.

THE COMPANY SEAL

9. If the Company has a seal it shall only be used with the authority of the Directors or a committee of Directors. Any instrument to which the seal is affixed 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 only apply if the Company has a Seal. Regulation 101 of Table A shall not apply to the Company. 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.

PROCEEDINGS AT MEETINGS

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or proxy and Regulation 46 of Table A shall be modified accordingly. In the event of an equality of votes the Chairman shall not have a second or casting vote and Regulation 50 of Table A shall not apply to the Company.

Names and Addresses of subscriber:

**PREMIER FORMATIONS LIMITED
88A TOOLEY STREET
LONDON BRIDGE
LONDON
SE1 2TF**

Dated the 25 October 2005

