

Statutory Declaration of compliance with requirements on application for registration of a company

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

[] [] [] []

[]

Name of company

* REFAL 323 LIMITED

I, GRAEME JOHN PROUDFOOT of Queensbridge House 60 Upper Thames Street London EC4V 3BD

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 in the statement delivered to the registrar under section 10(2)]† and that all the requirements of the above Act 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 provisions of the Statutory Declarations Act 1835

Declared at 10 GROUGH SQUARE LONDON EC4A 3NJ

Declarant to sign below

the THIRTIETH day of MAY One thousand nine hundred and NINETY ONE before me [Signature]

[Signature: Graeme Proudfoot]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presentor's name address and reference (if any): GJP/SGP WILDF SAPTE Queensbridge House 60 Upper Thames Street LONDON EC4V 3BD

For official Use

New Companies Section

Post room

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN 2618778	For official use <input checked="" type="checkbox"/>
REFAL 323 LIMITED	

Registered office of the company on
incorporation.

RO QUEENSBRIDGE HOUSE
60 UPPER THAMES STREET
Post town LONDON
County/Region
Postcode EC4V 3BD

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

Name	
RA	
Post town	
County/Region	
Postcode	

Number of continuation sheets attached

To whom should Companies House
direct any enquiries about the
information shown in this form?

WILDE SAPTE	
Queensbridge House, 60 Upper Thames Street,	
LONDON	Postcode EC4V 3BD
Telephone 071 236 3050	Extension Ref: GJP

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the registered or principal office address.

Consent signature

<input type="checkbox"/> CS	MR
	GRAEME JOHN
	PROUDFOOT
<input type="checkbox"/> AD	1 BUCKINGHAM ROAD
	Post town KINGSTON UPON THAMES
	County/Region SURREY
	Postcode KT1 3BH
	Country
I consent to act as secretary of the company named on page 1	
Signed	<i>Graeme Proudfoot</i> Date 30.5.91

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the registered or principal office address.

* Voluntary details

Consent signature

<input type="checkbox"/> CD	MR
	CHARLES JAMES
	JENNINGS
<input type="checkbox"/> AD	KINGSDOWN FARM
	BURWASH COMMON
	Post town ETCHINGHAM
	County/Region SUSSEX
	Postcode
	Country
	<input type="checkbox"/> DO 271051
	Nationality <input type="checkbox"/> NA BRITISH
<input type="checkbox"/> OC	SOLICITOR
<input type="checkbox"/> OD	
I consent to act as director of the company named on page 1	
Signed	<i>C. Jennings</i> Date 30.5.91

Directors (continued)
 (See notes 1 - 5)

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address
 Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

Date of birth
 Business occupation
 Other directorships

* Voluntary details

Consent signature

CD		
AD		
	Post town	
	County/Region	
	Postcode	Country
DD		Nationality NA
OC		
OD		
I consent to act as director of the company named on page 1		
Signed	Date	

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers	Date
---	------

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	<i>Graeme J. Paul</i>	Date	30.5.91
Signed	<i>[Signature]</i>	Date	30.5.91
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	



THE COMPANIES ACTS 1985 - 1989

A PRIVATE COMPANY LIMITED BY SHARES

2618778.

MEMORANDUM OF ASSOCIATION

- of -

REFAL 323 LIMITED

1. The name of the Company is Refal 323 Limited.
2. The registered office of the Company will be situate in England and Wales.
3. The Company's objects are:-
 - (a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, vessels, aircraft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.
 - (b) To carry on any other trade or business which may seem to the Board of Directors capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the

NW 50010
112155

Company, or to enhance the value of or render profitable any of the Company's properties or rights.

- (c) To acquire and carry on all or any part of the business, goodwill, assets or property and to undertake any liabilities of any person or company possessed of property suitable for any purpose of the Company, or carrying on any business which the Company is authorised to carry on, and upon any terms and for any consideration, and in particular for cash or in consideration of the issue of shares, debentures, debenture stock, securities or obligations of the Company.
- (d) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with, any person or company carrying on, engaged in, or proposing to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which is capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold, sell or otherwise deal with shares, stock, securities, obligations or other interests in any such person or company, and to subsidise or otherwise assist any such person or company in such manner as may directly or indirectly benefit the Company.
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire or hold any interest in any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business and to erect, construct, manage, repair, develop, alter, maintain and equip buildings and works of all kinds.
- (f) To apply for, purchase or otherwise acquire and hold, and also to oppose the grant of, whether in the United Kingdom or elsewhere any patents, brevets d'invention, licences, concessions, copyrights, secret processes, designs, protections, trade marks, service marks, trade names and like rights and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property rights and information so acquired and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (g) To purchase, subscribe for or otherwise acquire, and to hold, sell, and otherwise deal with the shares, stock debentures, debenture stock, bonds, securities or obligations issued by or guaranteed by any company or any government or authority (municipal, local or otherwise) in the United Kingdom or elsewhere.
- (h) To invest and deal with the moneys of the Company in or upon such shares, securities and investments and in

such manner as may from time to time be determined by the Board of Directors.

- (i) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter with or without consideration into any guarantee, contract or indemnity or counter-indemnity or suretyship whether by personal covenant or otherwise to receive money on deposit or loan upon any terms and in particular but without limiting the generality of the foregoing to secure or guarantee in any manner and upon any terms the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, (within the meaning of Section 736 of the Companies Act 1985 (the "Act") or any statutory re-enactment or modification thereof) in relation to the Company or subsidiary or a holding company or a subsidiary of any such holding company and for any of such purposes to mortgage or charge the undertaking and all or any part of the property, assets and rights of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.
- (j) 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 or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested whether directly or indirectly.
- (k) To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (l) To lend money or give credit to such persons or companies, with or without security, upon such terms and subject to such conditions, as may seem expedient.
- (m) To sell, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company, upon any terms and for such consideration as the Company shall think fit and in particular for any shares, stock, securities or obligations of or interest in any other company.
- (n) To pay out the funds of the Company, or contract with any person or company to pay, all expenses which the Company or any company formed or promoted by the

Company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the Company or any company formed or promoted by the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, stock, debentures, bonds, debenture stock, securities or obligations.

- (o) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any charters, decrees, rights, concessions, licenses and privileges that may seem conducive to the Company's objects or any of them or to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (p) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit of, and to give or procure the giving of donations, annuities, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to set up, support and maintain profit-sharing or share purchase schemes for the benefit of any of the employees of the Company or such other company as aforesaid and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained, 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 matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (q) To promote, establish, finance or otherwise assist any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay all the expenses of or

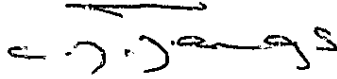

incidental to such promotion and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, stock, debentures, debenture stock, bonds, securities or obligations of any such company as aforesaid.

- (r) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (s) To act as agents or brokers and as trustees for any person or company, and to undertake and perform sub-contracts.
- (t) Subject to and in accordance with a due compliance with the provisions of Section 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (u) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him, them or it of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (v) To distribute any of the Company's property or assets of whatever nature among the members in specie.
- (w) To cause the Company to be registered or recognised in any foreign country.
- (x) To do all or any of the above things in any part of the World, and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (y) To do all such other things as the Company may deem incidental or conducive to the attainment of any of the above objects of the Company.
- (z) And it is hereby declared that the word "company", save where used in reference to this Company in this Clause, 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 each of

the objects, specified in each paragraph of this Clause, shall, except whether otherwise expressed in such paragraph, be an independent main object and be in no way 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 divided into 100 Shares of £1 each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

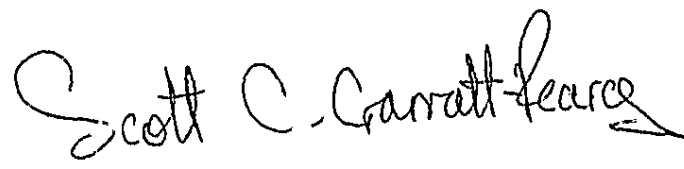
WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the company set opposite our respective names.

Names, Address and Description of Subscribers	Number of Shares taken by each Subscriber	Signature
C.J. Jennings Kingsdown Farm Burwash Common Etchingham Sussex (Solicitor)	1	
G.J. Proudfoot 1 Buckingham Road Kingston Upon Thames Surrey KT1 3BH (Solicitor)	1	

DATED the 30th day of May 1991

WITNESS to the above signatures:-

S.C. Garratt-Pearce
57 Ashleigh Road
Mortlake
London SW14 8PY
(Legal Proof Reader)



THE COMPANIES ACTS 1985 - 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

REFAL 323 LIMITED

PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company. Regulations 3, 8, 64, 73-75, 78, 95 and 118 shall not apply to the Company. A reference herein to any Regulation is to that Regulation as set out in Table A.

(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.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. (A) The Directors are authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) to such persons at such times and on such terms as they think fit. This authority extends to the share capital with which the Company

is registered on incorporation and will expire on the fifth anniversary of the date of incorporation of the Company.

(B) The Directors may, after the said five year period, allot shares in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed, varied or revoked by an ordinary resolution of the Company.

4. Section 89(1) of the Act shall not apply to any allotment of shares made by the Directors pursuant to the authority conferred upon them by Article 3 above. Save as aforesaid any allotment or proposed allotment of equity securities (as defined in Section 94 of the Act) shall be subject to the provisions of Sections 89, 90 and 95 of the Act.
5. Subject to the provisions of Part V of the Act the Company may:-
 - (A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
 - (B) purchase its own Shares (including any redeemable Shares);
 - (C) make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the Act of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.
6. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to all dividends payable thereon and any other amounts payable in respect of it.
7. The Directors shall have an absolute right, without assigning any reason therefor, to refuse to register the transfer of any share (whether fully paid or not) and Regulation 24 shall be modified accordingly.

GENERAL MEETINGS

8. (A) 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.

- (B) Sub-paragraph (a) of Regulation 62 shall be modified in its application to the Company by the addition after the words "48 hours" of the words "or such shorter period as the Directors may allow".

DIRECTORS

9. (A) Regulation 64 shall not apply to the Company.
- (B) (i) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and for so long as there is a sole Director he shall have authority to exercise all the powers and discretions vested in the Directors by Table A or these Articles generally and Regulation 89 shall be modified accordingly.
- (ii) For the purpose of determining whether the quorum for the transaction of the business of the Board exists:-
- (a) in the case of a resolution agreed by Directors in telephonic communications, all such Directors shall be counted in the quorum;
- (b) in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication with such meeting shall be counted in the quorum.
- (C) The Directors shall not be required to retire by rotation and accordingly Regulations 73, 74, 75 and 78 shall not apply to the Company and Regulation 79 shall be read and construed as if it ended after the first sentence.
10. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

11. A Director may vote as a Director in regard to any matter in which he has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the Company or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such matter is under consideration; and Regulation 94 shall be modified accordingly.

No third party dealing with the Company shall be concerned to see or enquire whether any director has an interest in any dealings between itself and the Company which ought to be disclosed by that director or whether such interest has been disclosed and shall be entitled to assume, in the absence of express notice to the contrary, that all directors of the Company have complied with Section 317 of the Act.

12. A Director, or any such other person as is mentioned in Regulation 65, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom 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.

INDEMNITY

13. (A) Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 144 or 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (B) Accordingly, Regulation 118 shall not apply to the Company.

Names, addresses and
descriptions of Subscribers

Signature

C J Jennings
Kingsdown Farm
Burwash Common
Etchingham
Sussex
(Solicitor)



G J Proudfoot
1 Buckingham Road
Kingston Upon Thames
Surrey KT1 3BH
(Solicitor)



Dated 30th day of May 1991

WITNESS to the above signatures:-

S.C. Garratt-Pearce
57 Ashleigh Road
Mortlake
London
SW14 8PY
(Legal Proof Reader)



FILE COPY



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

No. 2618778

I hereby certify that

REFAL 323 LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 10 JUNE 1991

P. Devan
P. DEVAN

an authorised officer