



12

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

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

Please do not write in this margin

To the Registrar of Companies

For official use

For official use

[] [] [] [] [] [] [] []

2050550

Please complete legibly, preferably in black type, or bold block lettering

Name of company

* AUBINDRA LIMITED

* Insert full name of Company

I, STANLEY STEWART KITCHEN
of 444 WOOLTON ROAD
WOOLTON
LIVERPOOL L25

† 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 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 LIVERPOOL

Declarant to sign below

the FIRST day of AUGUST
One thousand nine hundred and EIGHTY SIX
before me P.W. Walters

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

Presenter's name address and reference (if any):

For official Use New Companies Section	Post room

18596

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association of

AUBINDRA LIMITED

2050550



1. The name of the Company is AUBINDRA LIMIED
2. The company's registered office is to be situated in England
3. The company's objects are:
 - (A) To acquire by purchase exchange or otherwise either for an estate in fee simple or for any less estate or for any tenure whether in possession or in reversion and whether vested or contingent lands, houses, buildings and hereditaments and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands, tenements or hereditaments and to develop and turn to account as may seem expedient any such lands and buildings acquired by the Company and in particuiar by constructing, re-constructing altering, improving, decorating, furnishing and soft furnishing maintaining offices, flats, houses, factories, warehouses, shops, buildings and works and conveniences of all kinds by preparing building sites and by consolidating or connecting or subdividing properties and by letting on lease or otherwise the same or any part thereof and providing for the tenants and occupiers thereof all or any of the conveniences commonly provided in premises of the character so let and to carry on the business of Builders, and construct, build, erect and complete houses and buildings of every description and any public and private works and buildings whether on the Company's own account or under contract with other persons or Companies and to carry on the businesses of Plumbers, Painters, Decorators, Paperhangers, Glaziers, Carpenters, Joiners, Cabinet-makers, gas, electric power and light, hot water and sanitary Engineers, Locksmiths, Stone Masons, Slaters, Concreters, Paviers, Bricklayers, Asphalters, house and estate Agents, Manufacturers of, Agents for and Dealers in household and office and shop furniture and household requisites, bricks, tiles, slates, drains and other pipes, pottéry, terracotta, earthenware, stone, sand, cement, lime, hardware, fireplaces, chimney pieces, timber, lead, iron, steel, paint (including cellulose and other compositions) and general building, decorating and furnishing requisites.

NWLS

510
 Northwest
 000513
 Pct of 20

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purpose of or in connection with the Company's business, 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.
- (F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets present and 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, 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 and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any Company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business.

(I) 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 of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payment for or towards the insurance of any such persons as aforesaid, 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.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or 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 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 Company may determine.

(M) 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 of any company or corporation, 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 company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise, deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or 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, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) 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 or a controlling interest in 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.
- (S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) To do all such things as are incidental or conducive to the above objects or any of them.

And It is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.
5. The company's share capital is
£100 divided into 100 ordinary shares of £1 each

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of
Subscribers

Number of Shares
taken by each
Subscriber

Stanley Stewart Kitchen

STANLEY STEWART KITCHEN
444 WOOLTON ROAD
WOOLTON
LIVERPOOL L 25

ONE

Betty M. Kitchen

BETTY MARY KITCHEN
444 WOOLTON ROAD
WOOLTON
LIVERPOOL L 25

ONE

total shares taken

TWO

Dated the 1st AUGUST 1986

Witness to the above signatures

Full name

SHEILA SMITH

S. Smith

Address

21 GORDON AVENUE
GREASBY
WIRRAL L49 1SH
MERSEYSIDE

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

Articles of Association of

2050550

AUBINDRA LIMITED

Preliminary

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 3, 8, 24 and 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

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. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Act) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. (i) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

(ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Act shall not apply to any allotment of Shares in the Company.

6. 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.

7. 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.

General Meetings

8. Clause 41 of Table A shall be read and construed as if the last sentence ended with 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".

Directors

9. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 10 of the Act. If the instrument of appointment of a Director so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 77 (inclusive) of Table A shall not apply to any Permanent Director.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested 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 contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

14. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

Transfer of Shares

15. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

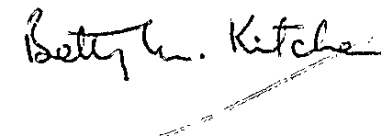
Names and Addresses of Subscribers



STANLEY STEWART KITCHEN
444 WOOLTON ROAD
WOOLTON
LIVERPOOL L 25

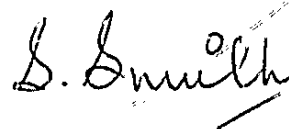


BETTY MARY KITCHEN
444 WOOLTON ROAD
WOOLTON
LIVERPOOL L 25



Dated the 1st Day of August 1986

Witness to the above signatures,

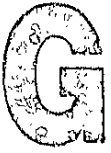


Full name

SHEILA SMITH

Address

21 GORDON AVENUE
GREASBY
WIRRAL L49 1SH
MERSEYSIDE



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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

2050550

Name of company

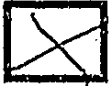
*
AUBINDRA LIMITED

* insert full name
of company

The intended situation of the registered office of the company on incorporation is as stated below

NORTH WEST REGISTRATION SERVICES	
140 THE ALBANY	
OLD HALL STREET	
LIVERPOOL	Postcode L3 9EY

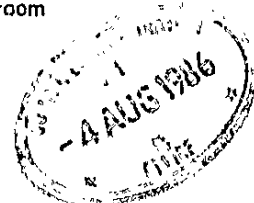
If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below



140 THE ALBANY	
OLD HALL STREET	
LIVERPOOL	
Postcode	L3 9EY

Number of continuation sheets attached (see note 1)

Presenter's name address and
reference (if any):

<p>For official Use General Section</p>	<p>Post room</p> 
---	--

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) STANLEY STEWART KITCHEN		Business occupation CHARTERED ACCOUNTANT
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 444 WOOLTON ROAD		Date of birth (where applicable) (note 6)
WOOLTON	Postcode L25	
Other directorships † NONE		
I consent to act as director of the company named on page 1		Date 1/8/86
Signature <i>[Signature]</i>		

enter particulars of other directorships held or previously held (see note 1) if this space is insufficient use continuation s

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		Date
Signature		

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		Date
Signature		

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2050550

I hereby certify that

AUBINDRA 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 28TH AUGUST 1986

Mrs P. A. Rowley
MRS. P. A. ROWLEY

an authorised officer



COMPANIES FORM No. 224

224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[0101]

2050550

Name of company

* Insert full name
of company

* RUBINDRA LTD.

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month
3 / / 2

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

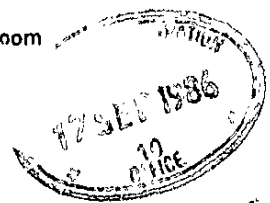
3 1 1 2

† Delete as
appropriate

Signed *S. Fletcher*

[Director] [Secretary] † Date 8th September 1986

Presenter's name address and
reference (if any):

<p>For official Use General Section</p>	<p>Post room</p> 
---	--

company number

2050550

THE COMPANIES ACT 1985

special resolution

9

of

AUBINDRA

Limited

Passed the 3rd day of SEPT: 1986

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at the registered office of the company

on the 3rd day of SEPT 1986

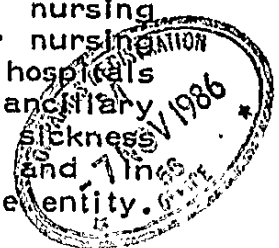
the following SPECIAL RESOLUTION was duly passed:-

THAT THE MEMORANDUM OF ASSOCIATION OF THE COMPANY BE AMENDED IN THE FOLLOWING MANNER THAT IS BY THE DELETION OF CLAUSE 3(a) AND THE SUBSTITUTION THEREFOR, OF THE FOLLOWING NEW CLAUSE:-

3 (A) To relieve sickness by providing an establishment or establishments for sick and elderly persons where they can be given the accommodation attendance medical care and treatment and nursing which by reason of their sickness they require and to enable such persons to be given such medical care and treatment in such establishment or establishments by suitably qualified general practitioners who usually attend such persons if such practitioners shall be available and if not available by other qualified general practitioners or consultants and in furtherance of the foregoing objects the company shall have the following powers:-

- (1) to purchase take on lease or take in exchange hire or otherwise acquire any property real or personal immovable or movable in the United Kingdom including equipment of all kinds which may be of use to surgeons anaesthetists radiographers or other qualified persons including nursing staff.
- (2) to provide or assist in providing hospitals clinics hostels homes social centres and other establishments where the convalescent may be treated and cared for and to provide advice on fire precautions social services and the general administration of residential homes.
- (3) to carry on the business of a private nursing agency and to provide qualified staff for nursing at home or within nursing homes private hospitals or convalescent homes and to recruit such ancillary staff as may be required in the relief of sickness or for the convalescence of patients and in conjunction with the above or as a separate entity.

.....DIRECTOR



2050550
10

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

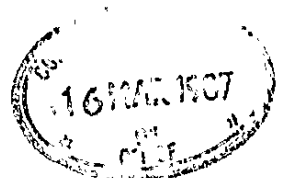
Memorandum and
Articles of Association of

AUBINDRA LIMITED

Incorporated the 28th day of AUGUST 1986

Registered Number 2 0 5 0 5 5 0

NORTH-WEST REGISTRATION SERVICES
140 THE ALBANY
OLD HALL STREET
LIVERPOOL, L3 9EY
051-236 3795/6



The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association of

AUBINDRA LIMITED

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- (1) to purchase take on lease or take in exchange hire or otherwise acquire any property real or personal immovable or movable in the United Kingdom including equipment of all kinds which may be of use to surgeons anaesthetists radiographers or other qualified persons including nursing staff.
- (2) to provide or assist in providing hospitals clinics hostels homes social centres and other establishments where the convalescent may be treated and cared for and to provide advice on fire precautions social services and the general administration of residential homes.
- (3) to carry on the business of a private nursing agency and to provide qualified staff for nursing at home or within nursing homes private hospitals or convalescent homes and to recruit such ancillary staff as may be required in the relief of sickness or for the convalescence of patients and in conjunction with the above or as a separate entity.

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purpose of or in connection with the Company's business, 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.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets present and 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, 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 and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any Company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business.

(I) 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 of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payment for or towards the insurance of any such persons as aforesaid, 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.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or 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 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 Company may determine.

(M) 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 of any company or corporation, 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 company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise, deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or 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, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) 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 or a controlling interest in 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.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.
5. The company's share capital is
£100 divided into 100 ordinary shares of £1 each

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of
Subscribers

Number of Shares
taken by each
Subscriber

STANLEY STEWART KITCHEN
444 WOOLTON ROAD
WOOLTON
LIVERPOOL L 25

ONE

BETTY MARY KITCHEN
444 WOOLTON ROAD
WOOLTON
LIVERPOOL. L 25

ONE

total shares taken TWO

Dated the 1st day of AUGUST 1986

Witness to the above signatures

Full name

SHEILA SMITH

Address

21 GORDON AVENUE
GREASBY
WIRRAL L49 1SH
MERSEYSIDE

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

Articles of Association of

AUBINDRA LIMITED

Preliminary

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 3, 8, 24 and 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

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. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Act) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. (i) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

(ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Act shall not apply to any allotment of Shares in the Company.

6. 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.

7. 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.

General Meetings

8. Clause 41 of Table A shall be read and construed as if the last sentence ended with 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".

Directors

9. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 10 of the Act. If the instrument of appointment of a Director so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 77 (inclusive) of Table A shall not apply to any Permanent Director.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested 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 contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

14. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

Transfer of Shares

15. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

Names and Addresses of Subscribers

STANLEY STEWART KITCHEN
444 WOOLTON ROAD
WOOLTON
LIVERPOOL L 25

BETTY MARY KITCHEN
444 WOOLTON ROAD
WOOLTON
LIVERPOOL L 25

Dated the 1st day of AUGUST 1986

Witness to the above signatures,

Full name	SHEILA SMITH
Address	21 GORDON AVENUE GREASBY WIRRAL L49 1SH MERSEYSIDE

DORMANT COMPANY RESOLUTION

No. Of Company 2050550

THE COMPANIES ACT 1985, SECTION 252

SPECIAL RESOLUTION

OF

A U B I N D R A L I M I T E D

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT
FAIRWAY HOUSE VILLAGE ROAD HIGHER BEBINGTON WIRRAL MERSEYSIDE L63 8PS
ON THE 5TH DAY OF AUGUST 1988

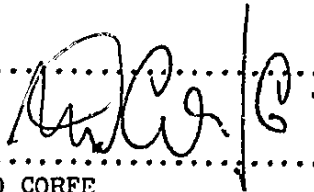
THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED :-

THE COMPANY HAVING BEEN DORMANT FROM THE TIME OF ITS FORMATION AND NO ACCOUNTS
HAVING BEEN LAID BEFORE IT IN A GENERAL MEETING, THE COMPANY RESOLVES TO MAKE
ITSELF EXEMPT FROM THE OBLIGATION TO APPOINT AUDITORS AS OTHERWISE REQUIRED BY
SECTION 384 OF THE COMPANIES ACT 1985.

SIGNED

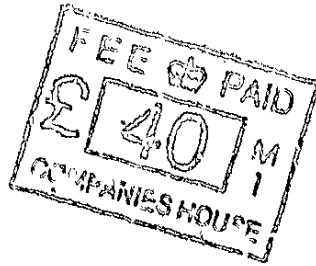
DIRECTOR OF COMPANY

F D CORFE



DATE

[COPY]
special resolution(s)



16/1
J378(2)

name of company

Company Number

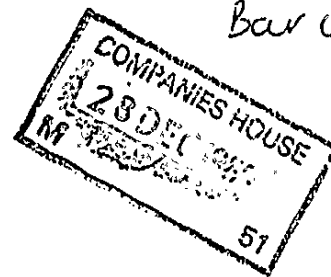
2050550

AUBINDRA Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at FAIRWAY HOUSE, VILLAGE ROAD, HIGHER BEBINGTON, WIRRAL, MERSEYSIDE L63 8PS on the 13th day of November 1989

the following SPECIAL RESOLUTION(S) was/were duly passed:-

That Aubindra Limited change its name to FAIRWAY CARE LIMITED.



Bar C £90

102686

SIGNED [Signature]

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2050550

I hereby certify that

- AUBINDRA LIMITED

having by special resolution changed its name,
is now incorporated under the name of

FAIRWAY CARE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 16 JANUARY 1990

M. Rose
M. ROSE

an authorised officer

Notice of resignation of an auditor

J392

Pursuant to section 392 of the Companies Act 1985
as inserted by section 122 of the Companies Act 1989

Company Number

2050550

Name of Company Fairway Care Limited

Registered Office Fairway House, Village Road, Higher Bebington, Wirral,
L63 8PS

* delete as
appropriate

~~I/We~~ Duncan Sheard Glass Chartered Accountants

of Castle Chambers, 43 Castle Street, Liverpool, L2 9TL

hereby give notice that in accordance with section 392 of the Companies Act 1985 ~~I/we~~ resign as
auditor(s) of the above company as from 27th January, 1993

COMPANIES HOUSE
24 MAY 1993
M 55

Signed X D. Sheard C

NOTE

1. This notice is not effective unless accompanied by form J394.
2. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its deposit at the Registered Office of the company.

Statement by person ceasing to hold office as auditor

J394

Pursuant to section 394 of the Companies Act 1985 as inserted by section 123 of the Companies Act 1989

Company Number

2050350

Name of Company Fairway Care Limited

Registered Office Fairway House, Village Road, Higher Bebington, Wirral,
L63 8PS

* delete as appropriate

~~I/We~~ Duncan Sheard Glass Chartered Accountants
of Castle Chambers, 43 Castle Street, Liverpool, L2 9TL

hereby give notice in accordance with section 394 of the Companies Act 1985 that

- (a) ~~I/We~~ confirm that in connection with ~~my/our~~ ceasing to hold office there are no circumstances which ~~I/we~~ consider should be brought to the notice of members or creditors of the company.
- (b) ~~I/We~~ consider the following circumstances connected with ~~my/our~~ ceasing to hold office should be brought to the notice of the members or creditors of the company:—

Signed 

NOTE

1. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its receipt at the Registered Office of the company.

2. A copy of any circumstances stated at (b) above, to every person who under the Companies Act 1985 is entitled to be sent copies of the accounts.