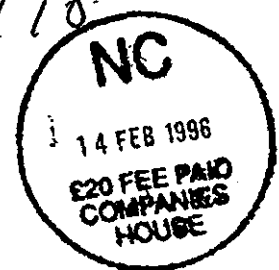


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THE COMPANIES ACTS 1985 - 1989



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

NORTH WESTERN PROPERTIES & DEVELOPMENTS LIMITED

1. The name of the Company is North Western Properties & Developments Limited.
2. The registered office shall be in England & Wales.
3. The objects of the Company are, wheresoever in the world:
  - (i) To carry on any trade, business or profession whatsoever.
  - (ii) Without prejudice to the generality of the objects and the powers of the Company derived from clause 3(i) above, the further objects of the Company are as follows, each clause being construed independently of any other:
    - (a) To acquire, hold and dispose of any property, investments, assets or obligations of whatsoever nature including: any interests in mortgages, charges, loans and debts; any interests in land; any interests in contracts of insurance; any interests in licensing agreements; any interests whatsoever in any other company, firm or business whether having similar objects or not.
    - (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, registered designs, copyrights, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under licence or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
    - (c) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
    - (d) To act as agents, promoters or brokers and as trustees for any person, firm or Company, for any purpose whatsoever, and to offer and perform sub-contracts.
    - (e) To offer and perform the services of manufacturers, producers, repairers, wholesalers, retailers, distributors, designers, importers, exporters, consultants, agents and suppliers of any product or service whatsoever, and in all cases to, or in conjunction or in partnership with, any person or Company.



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- (f) To offer, advise upon, and engage in any kind of commercial services whatsoever including, but in no way limited to: property finance and management services; purchasing, developing, managing and selling any interests in property (whether personalty, chattels real or realty, and whether freehold, leasehold or otherwise); lending, hiring, borrowing anything (including money) whether with or without the granting or taking of security, and in all cases to, or in conjunction or in partnership with, any person or Company.
  - (g) To offer, advise upon and engage in any kind of credit & finance-related activities whatsoever, and any kind of training, technical support, consultancy, research, management, evaluation, investigation and marketing activities whatsoever, whether for the Company, the Company's clients or any other person.
  - (h) To provide payment to or for any person or purpose, whether connected with the Company or not, if such payment is deemed by the board of directors to be desirable. Inadequate consideration or value given to the Company shall be no bar to such payments, and gifts (whether charitable or not) shall be within this clause.
  - (i) To purchase, offer and perform services, and buy and sell interests in goods, form subsidiary companies, become a subsidiary company, and do all other things incidental, conducive or beneficial to offering the services and products of the Company or promoting or managing its interests generally.
  - (j) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee, 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 any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company as defined by such section, or another subsidiary, as defined by such section, of the Company's holding company or otherwise associated with the Company in business.
  - (k) To secure any debt, obligation or liability of the Company by any mortgage or charge on all or any part of the undertaking, real and personal property, assets, rights and revenues (present and future) and uncalled capital of the Company.
4. The liability of the Members is limited.
5. The Company's share capital is £100 divided into 100 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                      SHARES TAKEN

Blemain Group PLC 6th Floor Bracken House Charles Street Manchester	100
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TOTAL SHARES TAKEN:                      100

Dated this 9th February 1996

Settled & Witnessed by:  
David Steven Matthews LL.B. (Hons)  
Accountants Incorporations Limited  
5 York Terrace  
Coach Lane  
North Shields  
NE29 0EF



THE COMPANIES ACTS 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

**NORTH WESTERN PROPERTIES  
& DEVELOPMENTS LIMITED**

**PRELIMINARY**

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

**THE SEAL**

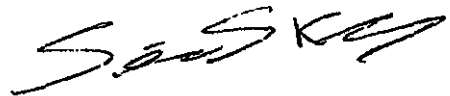
2. The obligation under clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
3. The Company may exercise the powers conferred by section 39 of the Companies Act 1985 with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

**PROCEEDINGS AT GENERAL MEETINGS**

4. The quorum for transacting business at general meetings shall be one member.
5. Whether on a poll or a show of hands, votes may be given either personally or by proxy.
6. An instrument appointing a proxy shall be in writing and signed by the appointer but need not be in any particular form. It shall be delivered, to such place or person as the notice convening the meeting directs, not less than twenty four hours before the time for holding the meeting.

## PROCEEDINGS OF DIRECTORS

7. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number shall be one.
8. The directors shall decide how many shall constitute a quorum, but while ever their number is reduced to one director then one director shall constitute a quorum for all purposes.
9. The directors may not issue any share, except those subscribed for on incorporation, unless it has been allotted by ordinary resolution of the Company.
10. The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company. The directors may appoint additional directors, as may the Company by ordinary resolution.
11. A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
12. Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.
13. Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.



Blemain Group PLC  
Subscriber to the Memorandum

Settled and Witnessed by:  
David Steven Matthews LL.B. (Hons)  
Accountants Incorporations Limited  
5 York Terrace  
Coach Lane  
North Shields  
NE29 0EF



9th February 1996