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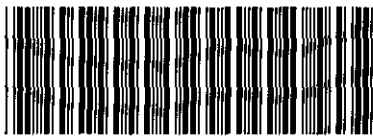
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5528653

The Registrar of Companies for England and Wales hereby certifies that  
ABBOTS 352 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 5th August 2005



\*N05528653L\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

HC007B

Package: 'Laserform'  
by Laserform International Ltd.

Please complete in typescript,  
or in bold black capitals.

CHFP025

Declaration on application for registration

5528653

Company Name in full

ABBOTS 352 LIMITED

I, ROBERT RICE  
of FIRST FLOOR, ABBOTS HOUSE, ABBEY STREET, READING  
RG1 3BD

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company to be formed or as director or secretary of the company named in the statement of declared to the Registrar under the Companies Act 1985~~ † and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

Declarant's signature

*Robert Rice*

Declared at 19 CAVENDISH SQUARE, LONDON, W1A 2AW

On 27 07 2005  
Day Month Year

● Please print name.

before me ● CATHERINE WOODGATE

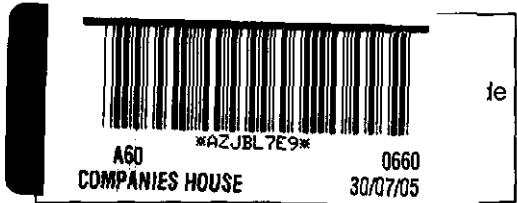
Signed *[Signature]* Date 27 7 05

† A ~~Company Secretary or Director of a company named in the statement of declared to the Registrar under the Companies Act 1985~~ or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Boyes Turner  
Abbots House, Abbey Street, Reading, Berkshire, RG1 3BD  
Ref: CR/739869\_1 Tel 0118 959 7711  
DX number DX 54741 DX exchange READING 2

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**



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

Please complete in typescript,  
or in bold black capitals.

**CHFP025**

Notes on completion appear on final page

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

[Empty box for directors and secretary information]

**Company Name in full**

ABBOTS 352 LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

FIRST FLOOR, ABBOTS HOUSE

ABBAY STREET

Post town READING

County / Region BERKSHIRE

Postcode RG1 3BD

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name BOYES TURNER

Address FIRST FLOOR, ABBOTS HOUSE

ABBAY STREET

Post town READING

County / Region BERKSHIRE

Postcode RG1 3BD

Number of continuation sheets attached 6

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Boyes Turner Ref: CR/739898\_1  
First Floor, Abbots House,  
Abbey Street,  
Reading, Berkshire RG1 3BD  
Tel 0118 959 7711  
DX number 54741 DX exchange READING 2

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**



**Company Secretary** (see notes 1-5)

Company name

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

BOYES TURNER SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

**Address** ††

FIRST FLOOR, ABBOTS HOUSE

ABBEEY STREET

Post town

READING

County / Region

BERKSHIRE

Postcode

RG1 3BD

Country

ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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

**Consent signature**

Date

27/7/05

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

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

BOYES TURNER DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

**Address** ††

FIRST FLOOR, ABBOTS HOUSE

ABBEEY STREET

Post town

READING

County / Region

BERKSHIRE

Postcode

RG1 3BD

Country

ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

SEE ATTACHED LIST

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

**Consent signature**

Date

27/7/05

for Boyes Turner Directors Limited

1945

1945

**Directors**

(see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title  \*Honours etc

\* Voluntary details Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Post town

County / Region  Postcode

Country

Day Month Year

Date of birth  Nationality

Business occupation

Other directorships

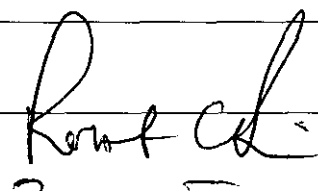
I consent to act as director of the company named on page 1

Consent signature  Date

This section must be signed by

Either

an agent on behalf of all subscribers

Signed   
ROBERT TURNER

Date 27/7/05

Or the subscribers

Signed

Date

( i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

**BOYES TURNER DIRECTORS LIMITED**

**(Company Number 02893767)**

**ADDITIONAL DIRECTORSHIPS**

<b>DIRECTOR</b>	<b>Appointed: 13/07/2004</b>
<b>Occupation:</b>	<b>CORPORATE BODY</b>
<b>Company Number:</b>	<b><u>05178422</u></b>
<b>Company Name:</b>	<b>CENTRASTOR HOLDINGS LIMITED</b>
	<b>Active</b>
<b>DIRECTOR</b>	<b>Appointed: 17/09/2004</b>
<b>Occupation:</b>	<b>CORPORATE BODY</b>
<b>Company Number:</b>	<b><u>05234429</u></b>
<b>Company Name:</b>	<b>HARINGTONS FRANCHISING LIMITED</b>
	<b>Active</b>
<b>DIRECTOR</b>	<b>Appointed: 08/09/2000</b>
	<b>Dissolved: 07/05/2002</b>
<b>Occupation:</b>	<b>CORPORATE BODY</b>
<b>Company Number:</b>	<b><u>04070500</u></b>
<b>Company Name:</b>	<b>ASIAN ART IN LONDON PUBLISHING LIMITED</b>
	<b>Dissolved</b>
<b>DIRECTOR</b>	<b>Appointed: 05/07/2000</b>
	<b>Dissolved: 23/10/2001</b>
<b>Occupation:</b>	<b>CORPORATE BODY</b>
<b>Company Number:</b>	<b><u>04030196</u></b>
<b>Company Name:</b>	<b>MANPOWER STRATEGIC SERVICES LIMITED</b>
	<b>Dissolved</b>
<b>DIRECTOR</b>	<b>Appointed: 09/11/2004</b>
<b>Occupation:</b>	<b>CORPORATE BODY</b>
<b>Company Number:</b>	<b><u>05281088</u></b>
<b>Company Name:</b>	<b>ABBOTS 341 LIMITED</b>
	<b>Active</b>
<b>DIRECTOR</b>	<b>Appointed: 17/06/2003</b>
<b>Occupation:</b>	<b>CORPORATE BODY</b>
<b>Company Number:</b>	<b><u>04801832</u></b>
<b>Company Name:</b>	<b>HR FORUMS LIMITED</b>
	<b>Active</b>
<b>DIRECTOR</b>	<b>Appointed: 13/05/2002</b>
	<b>Dissolved: 18/05/2004</b>
<b>Occupation:</b>	<b>CORPORATE BODY</b>
<b>Company Number:</b>	<b><u>04437343</u></b>
<b>Company Name:</b>	<b>COMPANY SERVICES ASSOCIATES LIMITED</b>
	<b>Dissolved</b>

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 13/01/2004**  
CORPORATE BODY  
05013817  
ABBOTS 319 LIMITED  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 25/03/2002**  
**Resigned: 25/03/2002**  
CORPORATE BODY  
04402491  
RWM HOLDINGS LIMITED  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 03/09/2002**  
**Resigned: 19/09/2002**  
CORPORATE BODY  
04524465  
RUSHMOOR HOLDINGS LIMITED  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 16/07/2002**  
**Resigned: 24/10/2002**  
CORPORATE BODY  
04487737  
BRENTFORD LOCK LIMITED  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 18/09/2002**  
**Resigned: 10/10/2002**  
CORPORATE BODY  
04517938  
ROGER BEVAN CONSULTING LIMITED  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 14/01/2003**  
**Resigned: 31/01/2003**  
CORPORATE BODY  
04636731  
PD SERVICES LIMITED  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 14/01/2003**  
**Resigned: 31/01/2003**  
CORPORATE BODY  
04636952  
SPICER HALLFIELD HOLDINGS LIMITED  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**

**Appointed: 17/09/2004**  
**Resigned: 09/11/2004**  
CORPORATE BODY  
05234526



<b>Company Name:</b>	VIRSA SYSTEMS LIMITED Active
<b>DIRECTOR</b>	<b>Appointed: 09/02/2001</b>
<b>Occupation:</b>	<b>Resigned: 28/03/2001</b>
<b>Company Number:</b>	CORPORATE BODY
<b>Company Name:</b>	<u>04157432</u> GIRONET INTERNATIONAL LIMITED Active
<b>DIRECTOR</b>	<b>Appointed: 15/12/2000</b>
<b>Occupation:</b>	<b>Resigned: 20/12/2000</b>
<b>Company Number:</b>	CORPORATE BODY
<b>Company Name:</b>	<u>04128276</u> DISTAL ENTERPRISES LIMITED Active
<b>DIRECTOR</b>	<b>Appointed: 04/01/2001</b>
<b>Occupation:</b>	<b>Resigned: 16/03/2001</b>
<b>Company Number:</b>	CORPORATE BODY
<b>Company Name:</b>	<u>04135328</u> B.CARERS LIMITED Active
<b>DIRECTOR</b>	<b>Appointed: 09/02/2001</b>
<b>Occupation:</b>	<b>Resigned: 04/07/2001</b>
<b>Company Number:</b>	CORPORATE BODY
<b>Company Name:</b>	<u>04157427</u> SELVA INVESTMENTS GROUP LTD Active
<b>DIRECTOR</b>	<b>Appointed: 13/07/2004</b>
<b>Occupation:</b>	<b>Resigned: 28/09/2004</b>
<b>Company Number:</b>	CORPORATE BODY
<b>Company Name:</b>	<u>05178438</u> CLAUDE FENTON ESTATES LIMITED Active
<b>DIRECTOR</b>	<b>Appointed: 11/09/2001</b>
<b>Occupation:</b>	<b>Resigned: 20/09/2001</b>
<b>Company Number:</b>	CORPORATE BODY
<b>Company Name:</b>	<u>04285422</u> CENTIA LIMITED Active
<b>DIRECTOR</b>	<b>Appointed: 05/02/2002</b>
<b>Occupation:</b>	<b>Resigned: 22/03/2002</b>
<b>Company Number:</b>	CORPORATE BODY
<b>Company Name:</b>	<u>04366702</u> 5I LIMITED Active
<b>DIRECTOR</b>	<b>Appointed: 12/03/2002</b>

Occupation: Resigned: 24/04/2002  
CORPORATE BODY  
Company Number: 04382545  
Company Name: AGGMORE RESIDENTIAL LIMITED  
Active

DIRECTOR Appointed: 01/05/2002  
Resigned: 13/05/2002  
Occupation: CORPORATE BODY  
Company Number: 04416613  
Company Name: POINTSCENE LIMITED  
Dissolved

DIRECTOR Appointed: 25/03/2002  
Resigned: 25/03/2002  
Occupation: CORPORATE BODY  
Company Number: 04402265  
Company Name: T.O.D.O. LIMITED  
Active

DIRECTOR Appointed: 14/01/2003  
Resigned: 23/01/2003  
Occupation: CORPORATE BODY  
Company Number: 04636724  
Company Name: HF VENTURES LIMITED  
Active

DIRECTOR Appointed: 14/01/2003  
Resigned: 17/02/2003  
Occupation: CORPORATE BODY  
Company Number: 04636701  
Company Name: NOW AIRLINES LIMITED  
Liquidation

DIRECTOR Appointed: 28/06/2001  
Resigned: 18/10/2001  
Occupation: CORPORATE BODY  
Company Number: 04242767  
Company Name: PRECISION DIGITAL MEDIA LIMITED  
Dissolved

DIRECTOR Appointed: 25/03/2002  
Resigned: 25/03/2002  
Occupation: CORPORATE BODY  
Company Number: 04402527  
Company Name: BVI HOLDINGS LIMITED  
Active

DIRECTOR Appointed: 29/08/2003  
Resigned: 29/08/2003  
Occupation: CORPORATE BODY  
Company Number: 04881124  
Company Name: CGI GROUP (HOLDINGS) LIMITED

Active

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 29/08/2003**  
**Resigned: 23/02/2004**  
CORPORATE BODY  
04881364  
RECRUITMAX SOFTWARE LIMITED  
Active

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 13/01/2004**  
**Resigned: 07/04/2004**  
CORPORATE BODY  
05013762  
ACL PACKAGING SOLUTIONS LIMITED  
Active

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 13/01/2004**  
**Resigned: 11/06/2004**  
CORPORATE BODY  
05013879  
PROPTIOUS AVIATION LIMITED  
Active

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 17/09/2004**  
**Resigned: 27/10/2004**  
CORPORATE BODY  
05234424  
POLYTHENE INDUSTRIES LIMITED  
Active

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 23/01/2003**  
**Resigned: 14/03/2003**  
CORPORATE BODY  
04645424  
ENCENTUATE LIMITED  
Active

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 17/06/2003**  
**Resigned: 05/08/2003**  
CORPORATE BODY  
04801821  
REDSTOR HOLDINGS LIMITED  
Active

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 23/01/2003**  
**Resigned: 13/05/2003**  
CORPORATE BODY  
04645431  
AFAG LIMITED  
Active

**DIRECTOR**

**Appointed: 25/03/2003**

Occupation: Resigned: 19/06/2003  
CORPORATE BODY  
Company Number: 04710919  
Company Name: CHARLTON HOUSE UNIQUE VENUES LIMITED  
Active

DIRECTOR Appointed: 17/09/2004  
Occupation: CORPORATE BODY  
Company Number: 05234413  
Company Name: ABBOTS 332 LIMITED  
Active

DIRECTOR Appointed: 17/09/2004  
Occupation: CORPORATE BODY  
Company Number: 05234435  
Company Name: ITCM LIMITED  
Active

DIRECTOR Appointed: 09/11/2004  
Occupation: CORPORATE BODY  
Company Number: 05281091  
Company Name: ABBOTS 340 LIMITED  
Active

DIRECTOR Appointed: 17/09/2004  
Resigned: 27/10/2004  
Occupation: CORPORATE BODY  
Company Number: 05234424  
Company Name: ABBOTS 333 LIMITED  
Active

0609337/100

875246

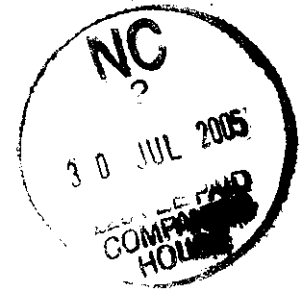
THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ABBOTS 352 LIMITED



1. The Company's name is Abbots 352 Limited.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - (1) To carry on business as a general commercial company.
  - (2) To carry on any other trade or business of any description which can in the opinion of the Board of Directors be carried on advantageously in connection with, or ancillary to the objects of the Company or any of them.
  - (3) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands and any buildings, structures or engineering works on or in any lands and any rights, privileges, easements or concessions over or in respect of any such lands and any machinery, plant, stock-in-trade or other real or personal property of whatever kind necessary or convenient for the purposes of, or in connection with any business which the Company may for the time being carry on, or any branch or department thereof.
  - (4) To build, construct, maintain, alter, enlarge, adapt, pull down, remove or replace any shops, offices, factories, workshops, mills, wharves, roads, railways, plant, machinery and other things found necessary or convenient for furthering the objects of the Company or any of them, and to join with any person, firm or company in doing any of the things aforesaid.
  - (5) To apply for, take out, purchase or otherwise acquire, and protect, prolong and renew, whether in the United Kingdom or elsewhere, any designs, trade marks, service marks, patents, patent rights or inventions, copyright or secret processes



which may be capable of furthering the Company's objects or any of them, and to grant licences to use the same, and to expend money in experimenting upon, and testing and improving, or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (6) To sell, let on lease or on hire, or license, surrender, and accept surrender of, and generally to manage, turn to account, grant or dispose of, any rights or privileges in over, or in respect of, the whole or any part of the assets and undertaking of the Company, in such manner and on such terms as the Company shall determine.
- (7) To give advice, as consultants or otherwise, for such payment, fee or other reward, and generally upon such terms as the Company shall think fit, to any person, firm or company on any subject within the competence of the Company from time to time and in particular, but not limited to, competence derived by the Company from the conduct of its own business or businesses and affecting the management, administration or profitability of any such business, including all matters relating to manufacturing, production, marketing, distribution, personnel, finance and financial planning, and business strategy generally.
- (8) To purchase or otherwise acquire, and undertake all or any part of the business, property and liabilities of any company, society, partnership or person where such business is within the objects of the Company or possessed of property suitable for the purposes of the Company, and to undertake any liabilities or obligations relating to the business or property so purchased or acquired, and to conduct and carry on, or liquidate and wind up any such business.
- (9) To enter into and carry into effect any arrangement for joint working in business or for sharing profits or losses or for amalgamation with any other person, firm or company carrying on or proposing to carry on any business or transaction within the objects of the Company, in each case upon such terms as the Company shall determine.
- (10) To acquire by subscription, purchase or otherwise and to accept, take, hold and sell any shares, stocks, debentures, debenture stocks, bonds, securities, obligations or other investments, rights or interests in any company, society or

undertaking and to co-ordinate, finance and manage all or any part of the businesses and operations of any such companies, societies or undertakings.

- (11) To receive money on deposit or by way of loan, with or without allowance of interest thereon, and generally to act as bankers for customers and others.
- (12) To invest the monies of the Company not immediately required for the purpose of its business in or upon such securities and in such manner as the Company shall from time to time determine.
- (13) To lend and advance money and give credit to such persons, firms, bodies or companies on such terms as may seem expedient and, either with or without the receipt of any consideration, security or advantage direct or indirect, and whether by personal covenant or by mortgaging, charging or depositing all or any part of the undertaking property and assets of the Company both present and future, including its uncalled capital, on such terms as may seem expedient, to guarantee, support, secure and give indemnities in respect of the performance of any contracts or obligations of and the payment or repayment of the principal amounts of, and premiums, interest and dividends on any moneys owed by, and mortgages, charges, bonds, debentures, debenture stocks, shares or other securities of any person, firm, body or company whatsoever in any part of the world.
- (14) To borrow or raise money in such manner as the Company shall think fit and for this purpose to issue any debentures or debenture stock at par or at a premium or discount and for such consideration, and with such rights, powers, privileges and conditions, and upon such terms generally as the Company shall think fit.
- (15) To secure the obligations of the Company and of any other person, firm or company, and for this purpose to mortgage and charge the undertaking and all or any of the real and personal property and assets (both present and future) and all or any of the uncalled capital for the time being of the Company and to enter into any deeds or give any other assurances as collateral or further security for the same.

- (16) To draw, accept, make, endorse, discount and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (17) To issue and allot fully or partly paid shares in the capital of the Company, or any other securities which the Company has power to issue, in payment or part payment for any property or rights purchased or otherwise acquired by the Company or for any services rendered to the Company.
- (18) To accept stock or shares in, or the debentures, mortgage debentures or other securities of, any other company or corporation in satisfaction or partial satisfaction or acknowledgement of, or security for any debt, liability or obligation of any such company or corporation.
- (19) Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for services rendered or to be rendered in placing or assisting to place any shares, debentures or other securities of the Company by payment in cash or by the issue of shares, debentures or other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law.
- (20) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses, including (but not limited to) the costs of advertising, commissions for underwriting and brokerage, printing and stationery.
- (21) To establish, promote and otherwise assist any company or companies for any purpose calculated or likely in any manner to further the interests or promote the objects of the Company and, in particular, for the purpose of acquiring any of the property, assets or liabilities of the Company, and to subscribe, underwrite or place, or assist in so doing, the whole or any part of the shares or securities of any such company.
- (22) To distribute among its members *in specie*, or otherwise as may be resolved, any assets of the Company and particularly the shares, debentures or other



securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company.

- (23) From time to time to subscribe, contribute or guarantee money for, or otherwise aid any charitable or benevolent objects or any public general or useful object or any benevolent, religious, political, scientific, national or other institutions or objects which shall have any moral or other claims to support or aid from the Company by reason of the nature of the locality of its operations or otherwise, and to do any such matters as aforesaid either alone or in conjunction with any other person, firm or company.
- (24) To provide for the welfare of persons who are directors of or in the employment of the Company or of any holding company or subsidiary of the Company (in each case as defined by sections 736 and 736A of the Companies Act 1985) or were formerly directors of, or in the employment of any such company or its predecessors in business or any of them, and the wives, husbands, widows, widowers, families and dependants of such persons, by grants of money, pensions, annuities, gratuities and superannuation and other allowances or benefits, and to make payments towards insurance and to set up, establish, support and maintain profit sharing, superannuation and other funds and schemes of all kinds (whether contributory or non-contributory) for the benefit of any such persons, and to establish and subsidise, or subscribe to any institutions, associations, 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 or of any such persons as aforesaid.
- (25) To provide incentives for the better performance of their duties to any person, firm or company rendering services to the company, whether in cash or in any other manner, and in particular (but without prejudice to the generality of the foregoing) to allot to him or them shares or other securities of the Company credited as fully paid in whole or in part, and to grant options to subscribe for shares of the Company on such terms as the Company shall think fit.
- (26) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may in the opinion of

the Board of Directors directly or indirectly promote the Company's interests, and to oppose any proceedings or applications which may in the opinion of the Board of Directors directly or indirectly prejudice the Company's interests.

- (27) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or any such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or any such other company or subsidiary undertaking are interested, including (but without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties, or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and, to such extent as may be permitted by law, otherwise to indemnify or to exempt any such person against or from any such liability. For the purposes of this sub-clause "holding company" shall have the meaning in sections 736 and 736A of the Companies Act 1985 and "subsidiary undertaking" shall have the meaning in section 258 of the Companies Act 1985.
- (28) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that in the opinion of the Board of Directors may be conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (29) To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined by sections 736 and 736A of the

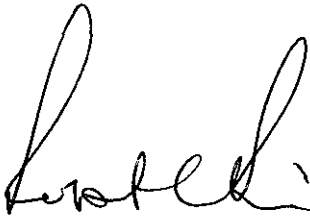
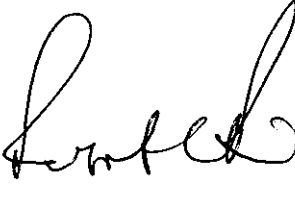

Companies Act 1985) and to give such assistance by any means howsoever permitted by law.

- (30) To do all or any of the matters hereby authorised in any part of the world and either alone or in conjunction with or as agents trustees or factors for any other person, firm or company or by or through any agents, trustees or factors.

And it is hereby declared that the objects of the Company specified in each sub-clause of this clause 3 shall (save where a contrary intention is expressed) be separate and distinct objects of the Company and shall in no way be limited by reference to or inference from the objects set forth in any other such sub-clause nor from the order in which such sub-clauses shall appear nor from the name of the Company.

4. The liability of the members is limited.
5. The Company's share capital is £1000 divided into 1000 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.

Name and Addresses of Subscribers	Number of Shares taken by each Subscriber
Boyes Turner Directors Limited Abbots House Abbey Street Reading RG1 3BD	ONE
Robert Rice for Boyes Turner Directors Limited	
Boyes Turner Secretaries Limited Abbots House Abbey Street Reading RG1 3BD	ONE
Robert Rice for Boyes Turner Secretaries Limited	
DATED 27/7/05 2005	
WITNESS to the above signatures:	
Richard Preston Abbots House Abbey Street Reading RG1 3BD	



2. LIEN

2.1 The lien conferred by Regulation 8 of Table A shall apply to all shares, whether fully paid or not, and the Company shall also have a first and paramount lien on all shares, *whether or not fully paid, standing in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company.* Regulation 8 of Table A shall be modified accordingly.

3. ISSUE OF SHARES

3.1 The Board is unconditionally authorised during the period of five years from the date of the adoption of these Articles to allot, grant options over or otherwise dispose of the unissued shares of the Company up to the amount of the authorised and unissued share capital of the Company existing at the date of the adoption of these Articles, namely £1000, to such persons (whether or not members of the Company), for such consideration, on such terms, in such manner and at such times as the Board considers appropriate. Any shares which the Board is not entitled to deal with under the foregoing provisions of this Article may, with the authority of a Special Resolution of the Company, be dealt with by the Board which may allot, grant options over or *otherwise dispose of the said shares to such persons (whether or not members of the Company)* for such consideration, on such terms, in such manner and at such times as it considers appropriate during a period not exceeding five years from the date of the passing of such Special Resolution. To the extent permitted by Section 91(1) of the Act (in these Articles referred to as "the Act"), Sections 89(1) and 90(1) to (6) of the Act are hereby excluded from applying to the Company Provided always that, save as permitted by law, nothing in this Article shall authorise the allotment or issue of shares in the Company at a discount.

4. TRANSFER OF SHARES

4.1 The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (whether fully paid or not) to a person who is not already a member of the Company.

4.2 The instrument of transfer of any share need not be signed by or on behalf of the transferee but shall be executed by or on behalf of the transferor who shall be deemed

to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. Regulation 23 of Table A shall be modified accordingly.

5. PURCHASE OF OWN SHARES

5.1 Subject to compliance with all legal requirements and to the provisions of these Articles, the Company may exercise all the powers conferred by law to purchase by agreement its own shares (including, without limitation, any redeemable shares) upon such terms and in such manner as the Board shall think fit including in particular the making of a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 If a quorum is not present within half an hour from the time appointed for any General Meeting or if during any such Meeting a quorum ceases to be present (other than by reason of the temporary absence of any person or persons) the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the members present shall be a quorum. Notwithstanding anything in these Articles or in Table A, if and for so long as there shall be a single member of the Company the quorum shall be one member present in person or by proxy or, in the case of a corporation, by representative.

6.2 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 by any member present in person or by proxy and entitled to a vote. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried *unanimously, or by a particular majority, or lost* and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded *in favour of or against such resolution.*

7. DIRECTORS

7.1 The number of Directors need not exceed one. If and so long as there shall be a sole director he shall be entitled to exercise all the powers, authorities and discretions expressed by these Articles to be vested in the Directors generally. A sole Director shall form a quorum at meetings of Directors and Regulation 89 of Table A shall be modified accordingly. The last two sentences of Regulation 79 of Table A shall not apply.

7.2 The Directors shall not be subject to retirement by rotation and accordingly all references in Table A to retirement by rotation shall be disregarded.

7.3 Subject to the provisions of Section 317 of the Act, a Director may be interested, directly or indirectly, in any contract, transaction or arrangement with the Company or in which the Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

8. PROCEEDINGS OF DIRECTORS

8.1 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board.

8.2 The Board may dispense with the keeping of attendance books for meetings of the Board or of committees of the Board. Regulation 100 of Table A shall be modified accordingly.

8.3 All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those



participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

9. BORROWING

9.1 The Board 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 subject to Section 80 of the Act 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.

10. ALTERNATE DIRECTORS

10.1 Any Director (other than an alternate Director) may at any time by writing under his hand and deposited at the registered office of the Company, or delivered at a meeting of the Board appoint any person to be his alternate Director and may at any time terminate such appointment. Such appointment shall have effect only upon and subject to being approved by the Board. The appointment of another Director of the Company as an alternate Director shall not require such approval but shall cease to be effective after such Director ceases to hold the office of Director unless so approved. The same person may be appointed as alternate Director of more than one Director. The vote or votes of an alternate Director shall be in addition to any vote or votes he may have in his own right.

10.2 The appointment of an alternate Director shall ipso facto determine on the happening of any event which if he were a Director would cause him to vacate such office and shall also determine ipso facto if the Director for whom he is an alternate (below called "his appointor") shall cease for any reason to be a Director.

10.3 An alternate Director shall be entitled to receive notices of meetings of the Board and of any committee of the Board of which his appointor is a member and to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be entitled to receive notice of

and attend General Meetings of the Company and to speak at any General Meeting at which his appointor is not personally present.

10.4 An alternate Director shall be entitled to contract and be interested in and benefit from contracts transactions or arrangements and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not in respect of such appointment be entitled to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

10.5 Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor.

#### 11. COMPANY SEAL

11.1 The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Any document (including a certificate for any shares in the Company) signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under seal of the Company. A document shall be so signed only with the authority of a resolution of the Directors or a committee of the Directors. Regulation 6 of Table A shall be modified accordingly.

#### 12. DIVIDENDS

12.1 Dividends may be declared and paid in respect of any one class or sub-class of share without any obligation to declare or pay any dividend on any other class or sub-class of share.

#### 13. INDEMNITY

13.1 Subject to the provisions of and so far as may be consistent with the Act and every other statute for the time being in force concerning companies, every Director,

Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part), or in which he is acquitted, or (in connection with any application under the Act or any such other statute for relief from liability in respect of any such act or omission) in which relief is granted to him by the Court.

14. INVALIDITY

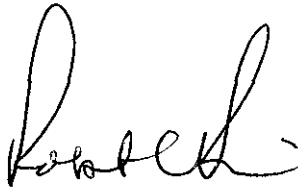
- 14.1 The invalidity or unenforceability for any reason of any provision of these Articles shall not affect the validity of the remainder of these Articles which shall continue in full force and effect.

Name and Addresses of Subscribers	Number of Shares taken by each Subscriber
--------------------------------------	--

Boyes Turner Directors Limited  
 Abbots House  
 Abbey Street  
 Reading RG1 3BD

ONE

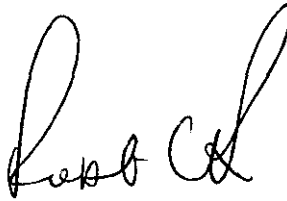
Robert Rice for  
 Boyes Turner Directors Limited



Boyes Turner Secretaries Limited  
 Abbots House  
 Abbey Street  
 Reading RG1 3BD

ONE

Robert Rice for  
 Boyes Turner Secretaries Limited



DATED 27/7/05 2005

WITNESS to the above signatures:



Richard Preston  
 Abbots House  
 Abbey Street  
 Reading RG1 3BD