

Number of
Company

941199

REGISTERED

25 OCT 1968

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

E. I. O.

LIMITED

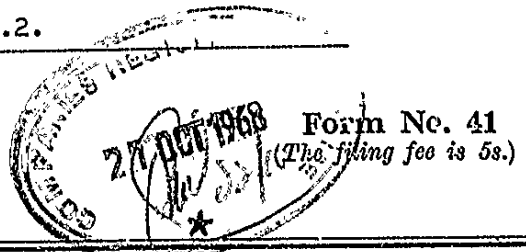
Presented by

Document Filer's Reference 7

Kenneth Brown Baker Baker

Essex House, Essex Street,

Strand, London, W.C.2.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, DAVID RICHARD WIGHTMAN

of Essex House, Essex Street, Strand, London, W.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (*) a Solicitor

of the Supreme Court engaged in the formation

of E.I.O.

Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto 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 33 Essex Street Strand
in the City of Westminster.

the 16th day of October.

one thousand nine hundred and sixty-
eight

DRW

Before me,

Kathleen H. Baker

A Commissioner for Oaths [or Notary Public or]
[Justice of the Peace]

Note.—The margin is reserved for binding and must not be written across.

STATEMENT OF THE NOMINAL CAPITAL

OF



E. I. O.

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £100

Signature Kenneth Brown Baker Baker.

Description Solicitors engaged in the formation

Dated the 11th day of October 1968

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Document Filer's Reference 7/EIO

Kenneth Brown Baker Baker.
Essex House, Essex Street,
Strand, London, W. C. 2.

Form No. 25
27 OCT 1968

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
101-102 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

941199

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

E.I.O. LIMITED

1. The name of the Company is "E.I.O. LIMITED".

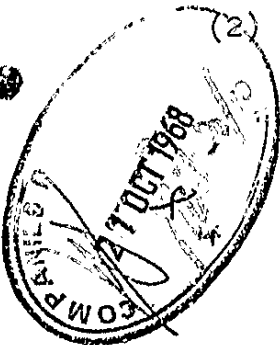
2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

(1) To carry on the business of providing or procuring the provision by others of accountancy, secretarial, telephone answering, forwarding, investment, consultancy, administration and computer services and every and any service, need, want or requirement of any business nature required by any person, firm, company, friendly society or other association in or in connection with any business carried on by them and in particular required by Ecclesiastical Insurance Office Limited and other ecclesiastical insurance companies.

(2) To acquire whether by purchase, lease, exchange or otherwise howsoever office premises and accommodation and office furniture and equipment of all kinds, including computers for the purpose of leasing or hiring the same or otherwise making the same available for use by any person, firm, company, friendly society or other association requiring the same and in particular the insurance companies specified in sub-clause (1) above.

(3) To engage and hire professional, clerical, manual and other staff and workers and to enter



into agreements with such staff and workers with a view to allocating their services to any person, firm, company, friendly society or other association requiring the same and in particular the insurance companies specified in sub-clause (1) above.

- (4) To carry on all kinds of insurance business and all kinds of guarantee and indemnity business in respect of risks of all kinds whether of a character now recognised or hereafter to be devised and in particular without prejudice to the generality of the foregoing words, to carry on life, marine, accident, employers' liability, workmen's compensation, disease, sickness, survivorship, failure of issue, burglary and robbery, theft, fidelity and transit insurance.
- (5) To carry on any other trade or business which can, in the opinion of the Board of Directors be conveniently carried on in connection with the above or is calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights whether of the same or of a different character.
- (6) To manufacture, buy or otherwise acquire, sell, repair, convert, alter, hire, let on hire or otherwise deal in and dispose of, either by wholesale or retail, all kinds of goods, wares, merchandise, machinery, appliances, apparatus, tools and hardware, plant, rolling and other stock, produce, substances and effects likely to be required by customers of the Company, and to carry on any branch or subsidiary businesses, either wholesale or retail, which may from time to time seem capable of being conveniently carried on in connection with any such businesses as aforesaid or otherwise calculated directly or indirectly to render profitable any of the Company's property or rights.
- (7) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and to act as a director or other officer or managing agent of any company.
- (8) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to

carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

- (9) To apply for, purchase or otherwise acquire any patents, trade marks, licences, concessions, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (10) To invest the capital and other moneys of or under the control of the Company in the purchase or upon the security of shares, stocks, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wheresoever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities issued or guaranteed by any Government, Sovereign Ruler, Commissioners, Trust, Municipal, Local or other Authority or body of whatever nature, whether at home or abroad.
- (11) To acquire any such shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities by original subscription, syndicate participation, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.
- (12) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (13) To grant pensions, annuities, gratuities, allowances and bonuses to employees and officers, ex-employees and ex-officers of the Company or its

predecessors in business or any subsidiary company of the Company (including Directors, Managing Directors, permanent Directors and Governing Directors) or to the widows, children and other dependants of such persons; to make payments towards insurance for any or all of such purposes, and to form and contribute to provident and benefit funds and pension schemes for the benefit of any such persons as aforesaid; and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of its employees and officers.

- (14) To contribute to the funds of any charitable institutions, associations, funds or objects, founded or administered for the advancement of religion according to the principles of the Church of England or of any Church in communion with the Church of England, or for the advancement of schools in connection with any such Church, or for the erection, maintenance or improvement of ecclesiastical, educational or other buildings established for charitable purposes.
- (15) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery plant and stock-in-trade.
- (16) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (17) To guarantee support or secure, whether 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 of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any shares, debentures or other securities of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business and to receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of

any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (18) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and generally to give guarantees and indemnities.
- (19) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (20) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debenture or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (21) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (22) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (23) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company
- (24) To obtain any Provisional Order or Act of Parliament 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 seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (25) To procure the Company to be registered or recognised in any foreign country or place,
- (26) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (27) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (28) To distribute any of the property of the Company in specie.
- (29) To do all or any of the above things in any part of the world as principals agents, contractors, trustees or otherwise, and by or through trustees, nominees, agents or otherwise, and either alone or in conjunction with others.
- (30) To carry out the above objects or any of them for such consideration or without consideration as the Company may think fit.
- (31) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere. None of the sub-clauses of this Clause or the objects therein specified or the powers thereby conferred, shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this Clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this Clause in any part of the world, and notwithstanding that the business undertaking property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into 100 shares of one pound each, with power to increase and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Sub-scriber.
<p>Alan Wallace Grant 118, BARONS KEEP, LONDON. W. 14. INSURANCE COMPANY GENERAL MANAGER</p>	<p>ONE</p>
<p>Walter Ernest Pont 44, HOVE PARK WAY. HOVE 4 SUSSEX CHARTERED SECRETARY.</p>	<p>(PONT) ONE</p>

DATED this 2nd day of OCTOBER 1968

WITNESS to the above Signatures :-

Gordon David Heselllyn Jamies
45, BURTONS ROAD,
HAMPTON HILL, MIDDLESEX.
CHARTERED SECRETARY.

107-
941199

REGISTERED

4 25 OCT 1968

THE COMPANIES ACTS, 1948 to 1967



COMPANY LIMITED BY SHARES

Articles of Association

OF

E.I.O. LIMITED

1. (a) Subject as hereinafter provided the regulations (with the exception of regulations 4 and 5) contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (as amended) shall apply to this Company. References in these Articles to numbered regulations shall, unless the context otherwise requires, be deemed to be references to regulations in Part I of Table A.

(b) Regulations 24, 53, 77, 87, 89 to 92 inclusive and 106 to 108 inclusive shall not apply.

2. The share capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.

3. The shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and either at a premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any shares at a premium or at par during such times and for such consideration as the Directors think fit, and to grant to any person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares, an option to require the Company to allot to him or his nominees any further shares in the Company at not less than par.

4. The words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted from Regulation 11.

5. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be two members present in person or by proxy and entitled to vote and holding or representing by proxy not less than one tenth part of the issued share capital of the Company.

6. A resolution in writing, signed by all the Members for the time being entitled to vote, shall be as effective for all purposes as the like resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more Members. Signatures in the case of a body corporate which is a Member shall be sufficient if made by a director thereof on its behalf.

7. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands a poll is demanded by any Member present in person or by proxy, and the first paragraph of Regulation 58 shall not apply.

8. Until otherwise determined by a General Meeting, the number of Directors shall not be less than one and Regulation 75 shall be modified accordingly.

9. A Director and alternate Director shall not require any share qualification but, nevertheless, shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

10. The limit on the amount for the time being remaining undischarged of moneys borrowed or secured by the Directors imposed by the proviso in Regulation 79 shall not apply.

11. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director and on such terms as to remuneration and otherwise as the Directors shall approve.

12. A Director may vote in respect of any contract arrangement or appointment, in which he is interested, in any manner whatsoever and he shall be

counted for the purpose of constituting a quorum. Regulation 84 shall be modified accordingly.

13. Any Director who, by request, performs special services which are outside the scope of the ordinary duties of a Director or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

14. In Regulation 86, the words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall not apply.

15. The Directors on behalf of the Company may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager, or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

16. Each Director shall have the power to nominate any other Director or person, approved for that purpose by a majority of the Directors of the Company, to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director, and on such appointment being made, the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointment ceases, for any reason, to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as an alternate. The remuneration (if any) of an alternate Director shall be provided by the Director for whom he acts and not by the Company.

17. No Director of the Company shall vacate or be required to vacate his office as a Director on, or by reason of, his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director of the Company shall be capable of being re-appointed or appointed, as the case may be, as a Director of the Company, notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy. No special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy years, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as a Director. Regulation 88 shall be modified accordingly.

18. The Directors shall not be liable to retirement by rotation and Regulations 94, 95 and 97 shall be modified accordingly.

19. A resolution in writing, signed by all the Directors of the Company for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

20. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement, as aforesaid, such appointment shall be automatically determined ipso facto if a Director so appointed ceases from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

21. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits, or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

22.(a) A Member or Members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and

to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company, signed by one of its directors on its behalf, and may consist of several documents in the like form, each signed by one or more Members, and shall take effect upon lodgment at the registered office of the Company.

(b) The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

23. All dividends unclaimed for one year, after having been declared, may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, and the Company shall not be constituted a trustee in respect thereof.

24. The Company in General Meeting may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing capital profits received or recovered in respect of or arising from the realisation of, or from any realised accretion to any capital assets of the Company or any investment representing the same and not required for the payment or provision of any fixed preferential dividend, instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed amongst the Members on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend provided always that no such profit as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being and any share premium account and capital reserve fund.

25. Regulation 134 shall apply as if paragraph (b) thereof were omitted.

26. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (B) of the proviso to Section 205 of the Act) which he may sustain or incur in about the execution of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

Names, Addresses and Descriptions of
Subscribers.

Alan Wallace Grant
118, BARONS KEEP.
LONDON. W.14.
INSURANCE COMPANY.
GENERAL MANAGER

(PONT)
Walter Ernest Pont.
44, HOVE PARK WAY
HOVE. 4.
SUSSEX.
CHARTERED SECRETARY.

DATED this 2nd day of OCTOBER 1968.
WITNESS to the above Signatures :-

Gerald David Hwellyn Jarvis
45, BURTON'S ROAD,
HAMPTON HILL, MIDDLESEX
CHARTERED SECRETARY



CERTIFICATE OF INCORPORATION

No. 941199

I hereby certify that

E.I.O. LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 25th October, 1968.

A handwritten signature in dark ink, appearing to read 'L. Knight'.

Assistant Registrar of Companies

C.173

No. 941199



The Companies Acts 1948 to 1967

Company Limited by Shares

*Administrative Committee
Finance
Director*

SPECIAL RESOLUTIONS ✓

of

E.I.O. LIMITED ✓

Passed 12th July 1974.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at short notice at Aldwych House, Aldwych, London WC2B 4HN on Friday the 12th day of July, 1974 the following resolutions were duly passed in each case as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTIONS.

1. THAT the Memorandum of Association of the Company be and it is hereby altered by the deletion in clause 3 of the paragraphs numbered (1) to (31) inclusive thereof and the insertion in substitution therefor of the paragraphs numbered (1) to (22) as set out in the document produced to the meeting and signed for identification by the Chairman thereof.
2. THAT the name of the Company be changed to "E.I.O. TRUSTEES LIMITED". ✓

JB
Alan Grant

Chairman.

JB

3. The objects for which the Company is established are :-

- (1) To act as trustee of any trust, as attorney, agent, nominee, executor or administrator of or for any person or persons, company, corporation, government, state, colony, province, district, sovereign or authority, supreme, municipal, local or otherwise.
- (2) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (3) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences

work.

- (6) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and to act as a director or other officer or managing agent of any company.
- (7) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (8) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy,

of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.

- (4) To acquire any such shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities by original subscription, syndicate participation, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.
- (5) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (6) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and to act as a director or other officer or managing agent of any company.
- (7) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (8) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy,

sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

- (9) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (10) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (11) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (12) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (13) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (14) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (15) To contribute to the funds of any charitable institutions, associations, funds or objects, founded or administered for the advancement of religion according to the principles of the Church of England or of any Church in communion with the Church of England, or for the advancement of schools in connection with any such Church, or for the erection, maintenance or improvement of ecclesiastical, educational or other buildings established for charitable purposes.
- (16) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (17) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (18) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (19) To obtain any Provisional Order or Act of Parliament 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 seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (20) To distribute any of the property of the Company in specie.
- (21) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (22) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere. None of the sub-clauses of this Clause or the objects therein specified or the powers thereby conferred, shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this Clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this Clause in any part of the world, and notwithstanding that the business undertaking property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 941199

I hereby certify that

E.I.O. LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

E.I.O. TRUSTEES LIMITED

Given under my hand at London the **8th August 1974**


P. B. MARTIN

Assistant Registrar of Companies



Tansley Witt & Co

In Association with Bernard Phillips & Co

Chartered Accountants

941199
32

23 Ely Place, London EC2N 6RE, tel 01 242 1666 telex 267546 telegrams Callwatin London

TG Harding AJ Wyborn J Gorton Ash MK Forster B Phillips EIC Newby and HA Chidley JG Barnett
SD Hayler RTJ Stone BH Jones IR Harvey CJ Gee CF Hildon RS Hower FJ Seward LF Semp RG Langer
MC Maton IP Phillips EA Norman JMI Reed CJR May MJ Palmer EWV Holding FC Flood JFK Lee NL Pye AM Rabarts AP Lancelotti

RTS/DMR

Board of Directors

EIO Trustees

Beaufort House

Brunswick Road

Gloucester GL1 1JZ

22nd October 1979

Dear Sirs,

As you are aware, as from 1st September 1979 the London partners in Tansley Witt & Co. joined with the partners in Arthur Andersen & Co. to form a new firm which is practising under the name of Arthur Andersen & Co. Accordingly, this letter is notice of the formal resignation of Tansley Witt & Co. with effect from 22nd October 1979.

As required by Section 16 of the Companies Act 1976 we confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

Tansley Witt & Co.

Tansley Witt & Co.



E.I.O. Trustees Limited

Beaufort House
Brunswick Road Gloucester GL1 1JZ
Telephone (Gloucester 0452) 28533

The Registrar
Companies Registration Office
Companies House
Crown Way
Maindy
CARDIFF CF4 3UZ

Our Ref : AJS/DMJ

Your Ref: Reg No 941199


Date ; 8th November 1979

Dear Sir

Companies Act 1976 - Sec 16(3)(a)

I enclose formal notification of the resignation of Tansley Witt and Company as the Company's auditors together with a note indicating the appointment of Arthur Andersen and Company to fill the casual vacancy so created.

Yours faithfully


Company Secretary



D. W. STAPLETON

Directors: A.W. Grant, ~~J.W.B. White~~, R.D.L. Jarvis, G.W.L. Hardinges, B.V. Day
Registered office: Beaufort House, Brunswick Road, Gloucester GL1 1JZ Registered number: 941199 England

Arthur Andersen & Co.

Chartered Accountants

28 Fly Place - London EC1N 6RE

Telephone: 01-242 1666 Telex: 267546

RTJS/DMR

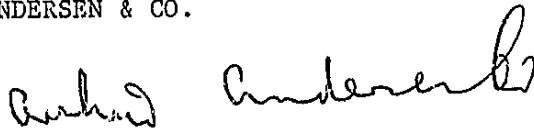
22nd October 1979

Board of Directors
EIO Trustees
Beaufort House
Brunswick Road
Gloucester GL1 1JZ

Dear Sirs,

This letter is our formal statement of willingness to accept appointment as auditors to fill the casual vacancy by the resignation of Tansley Witt & Co.

Yours faithfully,
ARTHUR ANDERSEN & CO.



London I H Davison B M Currie P. Adrenberg W S Barnard F G Barratt D C Borer A A Burke J B Burrows D P G Cade S A Chalmers R J Chapman R M Cooke R E Currie D F A Davidson P Desmond R M Dymond R S Ellick V J Ellis U J Forrest M K Forster U Fuller J Garton Ash C J Gee R V Gordon C I Halpin I G Harding I R Harvey S D Hayllar G I Hemmings P R Hinton E W V Holding R L Jennings H H Jones J G Laurence R B Lavery J F K Lee R G Linger D J Murl J C Norton M J Oates M J Palmer D A Perry B G Picking C J Pinnell W I D Plinstone N L Pye G J Reddish J M L Reed J A Risby J F Rule H M Scott R J Simmons B D Smith L F Stepp R Y J Stone M H Vandersteen V C Watts I W Welsh J N Woolf A I Wyborn Birmingham A K Timberlake P R Bond M G Maton C L Nunn P J Seward Bristol J P Priestley Glasgow J A W Moir I M Hagman R S Pereira Gloucester M G Maton Leeds L P A Sutt D S Darbyshire D A Hasky Liverpool A J Kutz D J Lowe J W Lowe J G Milbourn Manchester J D Hanson F M Kilby W A Lowe C R Ferras R A Tilley Worcester P J Seward Dublin U A E J C Roberts Manama, Bahrain J C Roberts

Associated with Arthur Andersen & Co Inc: Argentina Australia Belgium Bermuda Brazil Canada Colombia Denmark Ecuador France Germany Greece Hong Kong Iran Ireland Italy Ivory Coast Japan Jordan Mexico The Netherlands Nicaragua Nigeria Norway Panama Peru Portugal Puerto Rico Senegal Singapore South Africa Spain Sweden Switzerland Turkey U.S.A. U.S.S.R. Venezuela

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use Company number

Name of company

[] [] [] []

941199

E.I.O. TRUSTEES LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
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The current accounting reference period of the company is to be treated as [shortened][extended] and [is to be treated as having come to an end] [will come to an end] on

Day Month Year

3	1	1	2	1	9	0	0
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company] of N/A, company number 941199 the accounting reference date of which is 31/1/2000

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on 2/1/90 and it is still in force.

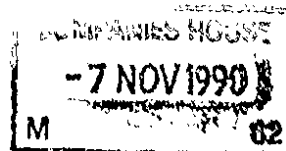
Signed J. E. Williecroft Designation COMPANY SECRETARY Date 5.11.1990

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

J E WILLIECROFT
BEAUFORT HOUSE
BRUNSWICK ROAD
GLOUCESTER
GL1 1JZ

For official Use
General Section

Post room



E.I.O. Trustees Limited

Beaufort House
Brunswick Road Gloucester GL1 1JZ
Telephone Gloucester (0452) 28533


NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at Beaufort House, Brunswick Road, Gloucester GL1 1JZ on Tuesday, 9th June 1992 at 4.20pm for the purpose of considering and, if thought fit, passing the following Resolutions as Special Resolutions:-

SPECIAL RESOLUTIONS

THAT the existing Clause 3(1) of the Memorandum of Association be deleted and substituted by new sub-clauses (1) and (2) as set out below and that all other sub-clauses of 3 be re-numbered accordingly:

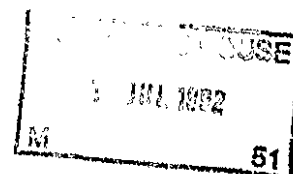
- 3(1) To undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee of or for any person, corporation, association, scheme, unit trust, pension or other trust fund, government, state, local authority or other body.
- 3(2) To undertake and execute any trust or discretion, and the distribution amongst the beneficiaries, pensioners or other persons entitled to it, of any income, capital or annuity, and whether in money or specie in furtherance of any discretion, obligation or permission.

By Order of the Board


E Williscroft
Secretary

Dated 1st June 1992

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not also be a member.



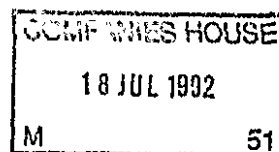
EIO TRUSTEES LIMITED

EXTRACT of Minutes of an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at Beaufort House, Brunswick Road, Gloucester GL1 1JZ on Tuesday, 9th June 1992

4. The Chairman proposed the Resolution set out in the notice as a Special Resolution and it was seconded by Mr Day. The Chairman put the Resolution to the meeting and, on a show of hands, declared it passed as a Special Resolution.

CERTIFIED true and correct

J. S. Williams
.....
Secretary



E.I.O. TRUSTEES LIMITED

EXTRACT OF MINUTES of an Extraordinary General Meeting of the Company held on Tuesday 9th June 1992.

Change of Memorandum of Association passed by Special Resolution.

THAT the existing clause 3(1) of the Memorandum of Association be deleted and substituted by new sub-clauses (1) and (2) as set out below and that all other sub-clauses of 3 be re-numbered accordingly:

- 3(1) To undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee of or for any person, corporation, association, scheme, unit trust, pension or other trust fund, government, state, local authority or other body.
- 3(2) To undertake and execute any trust or discretion, and the distribution amongst the beneficiaries, pensioners or other persons entitled to it, of any income, capital or annuity, and whether in money or specie in furtherance of any discretion, obligation or permission.

Dated 22nd June 1992

Certified true and correct

J. S. Willicott
.....
Secretary

Company No. 941199

Registered Office
Beaufort House
Brunswick Road
Gloucester
GL1 1JZ

