

1168261

Form No. 4i
(No registration fee payable)

Number of
Company }

THE COMPANIES ACTS 1948 to 1967

Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the
Name of the
Company

DIKAPPA (NUMBER 29) ✓

LIMITED

Presented by

Presentor's Reference PJB.4941/AJE

COWARD CHANCE,

ROYEX HOUSE, ALDERMANBURY SQUARE,

LONDON. EC2V 7LD.

I, Paul Arthur James Boyce

of Royex House, Aldermanbury Square,

London, EC2V 7LD.

(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) a Solicitor of the Supreme

Court engaged in the formation

of Dikappa (Number 29)

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 Royex House,

Aldermanbury Square, in the

City of London

the 28th day of March

one thousand nine hundred and

seventy four

Paul A Boyce

Before me,

Lawrence P. Jones

A Commissioner for Oaths (b)

(b) Or
Notary Public or
Justice of the
Peace as the case
may be.

1168261/3



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

DIKAPPA (NUMBER 29) LIMITED

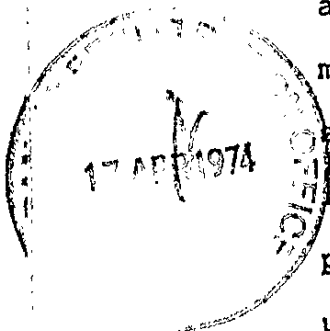
1. The name of the Company is DIKAPPA (NUMBER 29) LIMITED.

2. The registered office of the Company will be situate in England.

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

(A) To carry on all or any of the following businesses namely:-

general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of



commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To manufacture, buy, sell, and generally deal in any plant, machinery, tools, goods or things

of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user 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, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.

(H) To purchase or otherwise acquire all or any part of the business, property and liabilities of

(i) any company carrying on any business within the objects of the Company or (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.

(I) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(J) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.

(K) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and

otherwise as may be agreed upon.

(L) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(M) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of 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 any such holding company.

(N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(O) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.

(P) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any provisional order of the Department of Trade and Industry, or any Act or Acts of Parliament for the purpose of the Company or any other company.

(Q) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(R) To grant pensions, allowances, gratuities

and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

(S) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any useful object of a public or general nature.

(T) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.

(U) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.

(V) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(W) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(X) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.

(Y) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(Z) To procure the Company to be registered in any country or place outside Great Britain.

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

(BB) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

(CC) 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 therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 Shares of £1 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
---	---

for and on behalf of MITHRAS LIMITED whose registered office is at Royex House Aldermanbury Square London EC2V 7LD Signed	One
---	-----

Paul A.J. Boyce

P.A.J. Boyce
Director and duly authorised signatory

for and on behalf of MITHRAS (NOMINEES) LIMITED whose registered office is at Royex House aforesaid Signed	One
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Paul A.J. Boyce

P.A.J. Boyce
Director and duly authorised signatory

DATED the 28th day of March 1974

Witness to the above Signatures:-

A.J. EMMERSON
Royex House aforesaid
Articled Clerk.

A.J. Emerson

1168261/4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

DIKAPPA (NUMBER 29) LIMITED

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

3.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within

fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company

who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

Regulation 66 of Table A shall not apply.

PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

DIRECTORS

9.01 The number of the Directors shall be determined by the subscribers to the memorandum of association.

9.02 The first Directors shall be appointed by the subscribers to the memorandum of association who may appoint one or more of their number to the office of Director.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated, if the Director

- (a) ceases to be a Director by virtue of section 182 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as Director, or
- (d) resigns his office by written notice to the Company, or
- (e) has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, whether or not an alternate has attended in his place.

11.02 There shall be no retiring age for Directors

and section 185 of the Companies Act 1948 shall not apply.

11.03 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

12.08 An appointment of an alternate for any of the first Directors made by the subscribers of the memorandum of association or a majority of them shall be as valid and shall take effect as if it were an appointment made by such Director personally or a person approved by the Directors.

PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors.

Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

for and on behalf of MITHRAS LIMITED whose registered office is at Royex House Aldermanbury Square London EC2V 7LD.
Signed

Paul A.J. Boyce

P.A.J. Boyce
Director and duly authorised signatory

for and on behalf of MITHRAS (NOMINEES) LIMITED whose registered office is at Royex House aforesaid
Signed

Paul A.J. Boyce

P.A.J. Boyce
Director and duly authorised signatory

DATED the 28th day of March 1974

Witness to the above signatures:-

A.J. Emerson

A.J. EMMERSON.
Royex House aforesaid
Articled Clerk



CERTIFICATE OF INCORPORATION

No. 1168261

I hereby certify that

DIKAPPA (NUMBER 29) 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 26th April 1974

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies

N/c 132648/2 ✓

NUMBER OF COMPANY 1168861 ✓



THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

(Pursuant to s. 141 (2) of the Companies Act 1948)

-of-

DIKAPPA (NUMBER 29) LIMITED ✓

Passed 11th February, 1975.

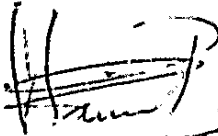
By written resolution of all the members of the
above-named Company the subjoined SPECIAL RESOLUTION
was duly passed, viz :-

RESOLUTION

"that subject to the consent of the
Department of Trade the name of the
Company be changed to Charles Barker
& Sons Limited."

Dated 11th February, 1975.

Signature


Director.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1168261 / 9

I hereby certify that

DIKAPPA (NUMBER 29) LIMITED

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

CHARLES BARKER & SONS LIMITED

Given under my hand at London the

3RD MARCH 1975

H. TAYLOR

Assistant Registrar of Companies

No: 1168261 / 201

01

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

CHARLES BARKER & SONS LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 31st January 1986 the following Resolution was duly passed as a Special Resolution:-

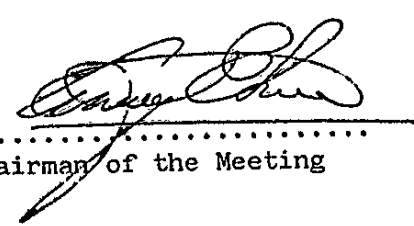
SPECIAL RESOLUTION

- (a) that in order to carry on the business of the Company more efficiently, the Memorandum be altered with respect to the objects of the Company by the deletion of the main objects clause 3(A) and the substitution therefor of the following:-
- "To carry on, develop and turn to account the business of advertising agents, brokers, consultants and contractors in all its branches and the provision of all or any public relations, marketing and communications services and to carry on all or any of the said businesses, and all or any administrative, managerial and support services in connection therewith, either together as one business or as separate distinct businesses 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."; and
- (b) that new Articles of Association in the form of the document attached hereto and initialled by a Director for the purposes of identification be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.

SLAUGHTER AND MAY
35, BASINGHALL STREET,
LONDON EC2V 5DB

JR/SWO




.....
Chairman of the Meeting

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CHARLES BARKER AND SONS LIMITED

(Articles adopted on 31st January, 1986)

ADOPTION OF TABLE A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by any other subordinate legislation coming into operation prior to the date of adoption of these articles.
2. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company.
3. No regulations scheduled to any statute concerning companies shall apply to the company.
4. References in Table A and in these articles to writing shall include typewriting, printing, lithography, photography, telex and fax messages and other means of representing or reproducing words in a legible and non-transitory form.



A handwritten signature in dark ink, consisting of a stylized 'C' followed by a flourish.

INTERPRETATION

5. Save as provided in the last preceding article, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these articles.

SHARE CAPITAL

6. Subject to the provisions of the Act and to any direction to the contrary which may be given by ordinary or other resolution of the company, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors Provided that the directors may offer, allot, grant options over or otherwise dispose of the unissued shares of the company as aforesaid only in accordance with the written approval (delivered to a meeting of the directors or at a general meeting of the company) of any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company.

TRANSFER OF SHARES

7. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

GENERAL MEETINGS

8. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. Regulation 37 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

9. Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by the next succeeding article, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes. Regulation 40 of Table A shall not apply.

11. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such other time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 of Table A shall not apply.

VOTES OF MEMBERS

12. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well

for any adjournment of the meeting as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply.

ALTERNATE DIRECTORS

13. Any director (other than an alternate director) may, with the written approval (delivered to the registered office of the company, a meeting of the directors or at a general meeting of the company) of any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company, appoint any other director, or any other person who is willing to act, to be an alternate director and such director who has obtained the aforementioned approval may remove from office an alternate director so appointed by him in accordance with such approval. Regulation 65 of Table A shall not apply.

14. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

15. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 of Table A shall not apply.

16. The company may exercise all the powers conferred by the Act with regard to having an official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument

to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

DELEGATION OF DIRECTORS' POWERS

17. The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the company or tendered at a meeting of the directors or at a general meeting of the company may at any time and from time to time appoint any person to be a director either to fill a vacancy or as an additional director or remove any director from office howsoever appointed.

19. Without prejudice to the powers conferred by the last preceding article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director.

20. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age.

21. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

DIRECTORS' GRATUITIES AND PENSIONS

23. The directors, on behalf of the company, may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. Provided that any provision or contribution hereinbefore mentioned shall either (a) be pursuant to and in accordance with the terms of any scheme or schemes established from time to time by the group of companies of which the company is a member to provide benefits to employees of such companies and any of the persons hereinbefore mentioned or (b) be pursuant to and in accordance with the written approval and direction of any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

24. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or

formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

PROCEEDINGS OF DIRECTORS

25. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall not be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall not be counted and he shall not be taken into account in ascertaining whether a quorum is present. Provided that this prohibition shall not apply to any contract or arrangement in which a director is interested solely by virtue of his interest in shares of, or his office as director of, the company or any company which is the holding company of the company or any wholly owned subsidiary of such company. Regulations 94 to 96 (inclusive) of Table A shall not apply.

NOTICES

26. Any notice or other document may be served on or delivered to any member by the company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

27. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service or delivery, it shall

be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left. Regulation 115 of Table A shall not apply.

28. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the company in any manner which would be permitted by the articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 of Table A shall not apply.

INDEMNITY

29. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 of Table A shall not apply.

THE COMPANIES ACTS 1948 TO 1967

Memorandum
AND
Articles of Association
OF

CHARLES BARKER & SONS LIMITED

COWARD CHANCE
ROYEX HOUSE
ALDERMANBURY SQUARE
LONDON EC2V 7LD



CERTIFICATE OF INCORPORATION

No. 1168261

I hereby certify that

DIKAPPA (NUMBER 29) 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 26th April 1974

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies

DIKAPPA (NUMBER 29) LIMITED

We the undersigned being all of the members of
the above named Company are entitled to receive
Notice of and to attend and vote at General Meetings
of the Company HEREBY RESOLVE :-

"that subject to the consent of the
Department of Trade the name of the
Company be changed to Charles Barker
& Sons Limited"

Dated 11th February, 1975.

L S Lorker
.....

for and on behalf of Mithras Limited

L S Lorker
.....

for and on behalf of Mithras (Nominees)
Limited.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1168261

I hereby certify that

DIKAPPA (NUMBER 29) LIMITED

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

CHARLES BARKER & SONS LIMITED

Given under my hand at London the

3RD MARCH 1975

A handwritten signature in dark ink, appearing to read 'N. Taylor'.

N. TAYLOR
Assistant Registrar of Companies

No: 1168261

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

CHARLES BARKER & SONS LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 31st January 1986 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

- (a) that in order to carry on the business of the Company more efficiently, the Memorandum be altered with respect to the objects of the Company by the deletion of the main objects clause 3(A) and the substitution therefor of the following:-
- "To carry on, develop and turn to account the business of advertising agents, brokers, consultants and contractors in all its branches and the provision of all or any public relations, marketing and communications services and to carry on all or any of the said businesses, and all or any administrative, managerial and support services in connection therewith, either together as one business or as separate distinct businesses 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."; and
- (b) that new Articles of Association in the form of the document attached hereto and initialled by a Director for the purposes of identification be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.



[Signature]
.....
Chairman of the Meeting

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

CHARLES BARKER & SONS LIMITED

1. The name of the Company is CHARLES BARKER & SONS LIMITED.

2. The registered office of the Company will be situated in England.

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

(A) To carry on, develop and turn to account the business of advertising agents, brokers, consultants and contractors in all its branches and the provision of all or any public relations, marketing and communications services and to carry on all or any of the said businesses, and all or any administrative, managerial and support services in connection therewith, either together as one business or as separate distinct businesses 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.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.



(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user 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, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.

(H) To purchase or otherwise acquire all or any part of the business, property and liabilities of (i) any company carrying on any business within the objects of the Company or (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.

(I) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(J) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.

(K) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(L) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(M) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of 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 any such holding company.

(N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(O) To lend money or give credit to such persons, firms or companies and on such terms as may be considered

expedient and to receive money on deposit or loan from any person, firm or company.

(P) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any provisional order of the Department of Trade and Industry, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(Q) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(R) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or for the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

(S) To subscribe or guarantee money for charitable or

benevolent objects or for any exhibition or for any useful object of a public or general nature.

(T) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.

(U) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.

(V) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(W) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(X) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.

(Y) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(Z) To procure the Company to be registered in any country or place outside Great Britain.

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

(BB) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

(CC) 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 therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects

of a separate and distinct company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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

NAMES, ADDRESSES AND
DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber. (in
words)

for and on behalf of MITHRAS LIMITED
whose registered office is at
Royex House, Aldermanbury Square,
London EC2V 7LD

ONE

Signed

P.A.J. Boyce
Director and duly authorised signatory

for and on behalf of MITHRAS (NOMINEES)
LIMITED whose registered office is
at Royex House aforesaid

ONE

Signed

P.A.J. Boyce
Director and duly authorised signatory

DATED the 28th day of March 1974

Witness to the above Signatures:-

A.J. EMMERSON,
Royex House, aforesaid
Articled Clerk

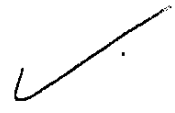
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CHARLES BARKER AND SONS LIMITED
(Articles adopted on 31st January, 1986)



ADOPTION OF TABLE A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by any other subordinate legislation coming into operation prior to the date of adoption of these articles.
2. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company.
3. No regulations scheduled to any statute concerning companies shall apply to the company.
4. References in Table A and in these articles to writing shall include typewriting, printing, lithography, photography, telex and fax messages and other means of representing or reproducing words in a legible and non-transitory form.



INTERPRETATION

5. Save as provided in the last preceding article, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these articles.

SHARE CAPITAL

6. Subject to the provisions of the Act and to any direction to the contrary which may be given by ordinary or other resolution of the company, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors Provided that the directors may offer, allot, grant options over or otherwise dispose of the unissued shares of the company as aforesaid only in accordance with the written approval (delivered to a meeting of the directors or at a general meeting of the company) of any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company.

TRANSFER OF SHARES

7. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

GENERAL MEETINGS

8. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. Regulation 37 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

9. Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by the next succeeding article, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes. Regulation 40 of Table A shall not apply.

11. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such other time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 of Table A shall not apply.

VOTES OF MEMBERS

12. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well

for any adjournment of the meeting as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply.

ALTERNATE DIRECTORS

13. Any director (other than an alternate director) may, with the written approval (delivered to the registered office of the company, a meeting of the directors or at a general meeting of the company) of any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company, appoint any other director, or any other person who is willing to act, to be an alternate director and such director who has obtained the aforementioned approval may remove from office an alternate director so appointed by him in accordance with such approval. Regulation 65 of Table A shall not apply.

14. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

15. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 of Table A shall not apply.

16. The company may exercise all the powers conferred by the Act with regard to having an official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument

to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

DELEGATION OF DIRECTORS' POWERS

17. The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the company or tendered at a meeting of the directors or at a general meeting of the company may at any time and from time to time appoint any person to be a director either to fill a vacancy or as an additional director or remove any director from office howsoever appointed.

19. Without prejudice to the powers conferred by the last preceding article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director.

20. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age.

21. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

DIRECTORS' GRATUITIES AND PENSIONS

23. The directors, on behalf of the company, may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. Provided that any provision or contribution hereinbefore mentioned shall either (a) be pursuant to and in accordance with the terms of any scheme or schemes established from time to time by the group of companies of which the company is a member to provide benefits to employees of such companies and any of the persons hereinbefore mentioned or (b) be pursuant to and in accordance with the written approval and direction of any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

24. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or

formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

PROCEEDINGS OF DIRECTORS

25. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall not be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall not be counted and he shall not be taken into account in ascertaining whether a quorum is present. Provided that this prohibition shall not apply to any contract or arrangement in which a director is interested solely by virtue of his interest in shares of, or his office as director of, the company or any company which is the holding company of the company or any wholly owned subsidiary of such company. Regulations 94 to 96 (inclusive) of Table A shall not apply.

NOTICES

26. Any notice or other document may be served on or delivered to any member by the company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

27. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service or delivery, it shall

be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left. Regulation 115 of Table A shall not apply.

28. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the company in any manner which would be permitted by the articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 of Table A shall not apply.

INDEMNITY

29. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 of Table A shall not apply.

THE COMPANIES ACTS 1948 TO 1967

Memorandum
AND
Articles of Association
OF
CHARLES BARKER & SONS LIMITED

COWARD CHANCE
ROYEX HOUSE
AIDERMANBURY SQUARE
LONDON EC2V 7LD

DVVL

CERTIFIED TO BE A TRUE AND
ACCURATE COPY OF THE

ORIGINAL

PAUL KENDALL

COMPANY SECRETARY

6/11/89

Company No: 1168261

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

CHARLES BARKER & SONS LIMITED



At an Extraordinary General Meeting of the above-named Company
duly convened and held on 23rd October 1989 the following
Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to
BNB RESOURCES NO. 1 LIMITED

[Signature]



1168261/03

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1168261

I hereby certify that

CHARLES BARKER & SONS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BNB RESOURCES NO. 1 LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 7 NOVEMBER 1989

M. Rose
M. ROSE

an authorised officer

Company No: 1168261

THE COMPANIES ACT 1985
SPECIAL RESOLUTION

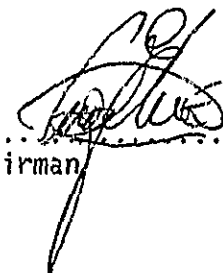
of

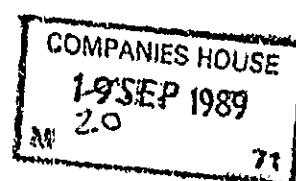
CHARLES BARKER & SONS LIMITED

At the Annual General Meeting of the above-named Company duly convened and held on 14th April 1989 the following Resolutions was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the accounts of the Company for the financial year ending 31st December 1988 having been laid before the Company at the meeting, and the Company having qualified as small in that year and having been dormant since the end of it, the Company resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Companies Act 1985.

x  S x
.....
Chairman



1
8
Company No: 1168261

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

CHARLES BARKER & SONS LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 23rd October 1989 the following Resolution was duly passed as a Special Resolution:-

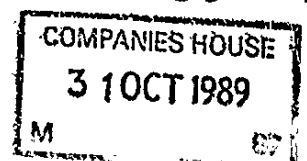
SPECIAL RESOLUTION

THAT the name of the Company be changed to
BNB RESOURCES NO. 1 LIMITED


P. D. B.



RES. FOR PUBLIC FILE
NO ACTION TAKEN



CERTIFIED TO BE A TRUE AND
ACCURATE COPY OF THE
ORIGINAL


PAUL KENNETH
Company Secretary

Company No: 1168261

THE COMPANIES ACT 1985

6/11/89

SPECIAL RESOLUTION


of

CHARLES BARKER & SONS LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held on 23rd October 1989 the following
Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to
BNB RESOURCES NO. 1 LIMITED


.....



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1168261

I hereby certify that

CHARLES BARKER & SONS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BNB RESOURCES NO. 1 LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 7 NOVEMBER 1989

M. Rose
M. ROSE

an authorised officer

DIKAPPA (NUMBER 29) LIMITED

We the undersigned being all of the members of
the above named Company are entitled to receive
Notice of and to attend and vote at General Meetings
of the Company HEREBY RESOLVE :-

"that subject to the consent of the
Department of Trade the name of the
Company be changed to Charles Barker
& Sons Limited"

Dated 11th February, 1975.

L S Lakshmi
.....

for and on behalf of Mithras Limited

L S Lakshmi
.....

for and on behalf of Mithras (Nominees)
Limited.



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1168261

I hereby certify that

DIKAPPA (NUMBER 29) LIMITED

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

CHARLES BARKER & SONS LIMITED

Given under my hand at London the

3RD MARCH 1975

N. TAYLOR
Assistant Registrar of Companies

1168261

THE COMPANIES ACTS 1948 TO 1967

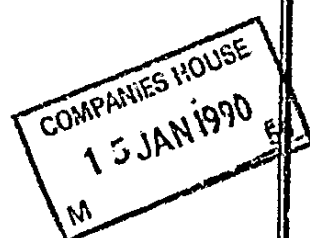
Memorandum
AND
Articles of Association
OF

CHARLES BARKER & SONS LIMITED

Name changed to BNB RESOURCES NO. 1
LIMITED by Special Resolution dated
23rd October 1989.

P. R. Bull

COWARD CHANCE
ROYEX HOUSE
ALDERMANBURY SQUARE
LONDON EC2V 7LD





CERTIFICATE OF INCORPORATION

No. 1168261

I hereby certify that

DIKAPPA (NUMBER 29) 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 26th April 1974

A handwritten signature in cursive script, appearing to read 'H. Taylor'.

H. TAYLOR

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

CHARLES BARKER & SONS LIMITED

C. Barker

1. The name of the Company is CHARLES BARKER & SONS LIMITED.

2. The registered office of the Company will be situate in England.

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

(A) To carry on all or any of the following businesses namely:-

general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesales, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wates, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises,

to carry on all or any of the businesses of marketi and business consultants, advertising agents and co tractors, general storekeepers, warehousemen, disco traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalist and financiers either on the Company's own account otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or other acquire and take over any businesses or undertakings which may be deemed expedient, or to become interest in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirab.

(B) To carry on any other business which in the opin of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directl or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of it objects.

(C) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any descri which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user 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, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.

(H) To purchase or otherwise acquire all or any part of the business, property and liabilities of (i) any company carrying on any business within the objects of the Company or (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.

(I) To pay for any property or rights acquired by Company, either in cash or shares, with or without preference or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(J) To accept payment for any property or rights so or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.

(K) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(L) To borrow or raise money upon such terms and on such security as may be considered expedient and in part by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(M) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of 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 any such holding company.

(N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(O) To lend money or give credit to such persons, firms or companies and on such terms as may be considered

expedient and to receive money on deposit or loan from any person, firm or company.

(P) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise and to obtain from any such Government or authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them, or to obtain or endeavour to obtain any provisional order of the Department of Trade and Industry, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(Q) To enter into partnership or into any arrangement for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(R) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or for the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

(S) To subscribe or guarantee money for charitable or

benevolent objects or for any exhibition or for any useful object of a public or general nature.

(T) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.

(U) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.

(V) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(W) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(X) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.

(Y) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(Z) To procure the Company to be registered in any country or place outside Great Britain.

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

(BB) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

(CC) To pay all costs, charges and expenses incurred 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 therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the object

of a separate and distinct company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
for and on behalf of MITHRAS LIMITED whose registered office is at Roxex House, Aldermanbury Square, London EC2V 7LD Signed	ONE
F.A.C. Boyce Director and duly authorised signatory	
for and on behalf of MITHRAS (NOMINEES) LIMITED whose registered office is at Roxex House aforesaid Signed	ONE
F.A.C. Boyce Director and duly authorised signatory	

DATED the 28th day of March 1974

Witness to the above Signatures:-

A.J. EMMERSON,
Roxex House, aforesaid
Articled Clerk

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

CHARLES BARKER & SONS LIMITED

Name changed to BNB RESOURCES NO. 1
LIMITED by Special Resolution dated
23rd October 1989.

P. B. S. S.

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

3.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified

accordingly.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

MEMBERS RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given

personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

DIRECTORS

9.01 The number of the Directors shall be determined by the subscribers to the memorandum of association.

9.02 The first Directors shall be appointed by the subscribers to the memorandum of association who may appoint one or more of their number to the office of Director.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated, if

the Director

- (a) ceases to be a Director by virtue of Section 182 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as Director, or
- (d) resigns his office by written notice to the Company, or
- (e) has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, whether or not an alternate has attended in his place.

11.02 There shall be no retiring age for Directors and Section 185 of the Companies Act 1948 shall not apply.

11.03 The Directors shall not be required to retire by rotation and accordingly Regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of

his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

12.08 An appointment of an alternate for any of the first Directors made by the subscribers of the memorandum of association or a majority of them shall be as valid and shall take effect as if it were an appointment made by such

Director personally or a person approved by the Directors.

PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

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

NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

for and on behalf of MITHRAS LIMITED whose registered office is at Royex House Aldermanbury Square London EC2V 7LD

Signed

P.A.J. Boyce
Director and duly authorised signatory

for and on behalf of MITHRAS (NOMINEES) LIMITED whose registered office is at Royex House aforesaid

Signed

P.A.J. Boyce
Director and duly authorised signatory

DATED the 28th day of March 1974

Witness to the above Signatures:-

A.J. EMMERSON
Royex House aforesaid
Articled Clerk

THE COMPANIES ACTS 1948 TO 19

Memorandum
AND
Articles of Association
OF
CHARLES BARKER & SONS LIMITED

Name changed to BNB RESOURCES NO. 1
LIMITED by Special Resolution dated
23rd October 1989.

FR

COWARD CHANCE
ROYEX HOUSE
ALDERMANBURY SQUARE
LONDON EC2V 7LD

Company No: 1168261



**THE COMPANIES ACT 1989
SPECIAL RESOLUTION**

OF

BNB RESOURCES NO.1 LIMITED

At the Extraordinary General Meeting of the above Company duly convened and held on 13 October 1993 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed from BNB Resources No 1 Limited to BNB (Total Quality) Limited.

A handwritten signature in black ink, appearing to read "R. H. G. F. C.", written over a horizontal line.

CHAIRMAN



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1168261

I hereby certify that

BNB RESOURCES NO. 1 LIMITED

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

BNB (TOTAL QUALITY) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 22 OCTOBER 1993


S. L. PARRY

an authorised officer

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1168261

The Registrar of Companies for England and Wales hereby certifies that
BNB (TOTAL QUALITY) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BNB MANAGEMENT CONSULTANCY & TRAINING LIMITED

Given at Companies House, Cardiff, the 9th March 1995


MRS. L. PARRY



C011682611

For the Registrar of Companies



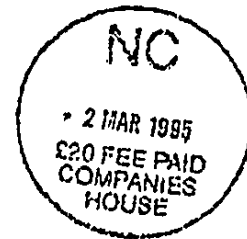
C O M P A N I E S H O U S E

HC0088

Company No: 1168261

1/3

THE COMPANIES ACT 1989
SPECIAL RESOLUTION



OF

BNB TOTAL QUALITY LIMITED

At the Extraordinary General Meeting of the above Company duly convened and held on 24 February 1995 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed from BNB Total Quality Limited to BNB Management Consultancy & Training Limited

[Signature]

CHAIRMAN

