

1288874

Form No. 4)

No. of Company

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

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

Name of Company WADEFENN Limited*

STANLEY HAROLD DAVIS

I,

22-24 COWPER STREET, LONDON EC2A 4AP

of

(16)

Do solemnly and sincerely declare that I am (see note (a) below) A PERSON NAMED IN

THE ARTICLES OF ASSOCIATION AS SECRETARY

of WADEFENN

..... Limited*

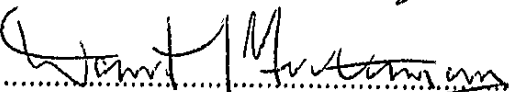
And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 22 The Ridgeway.....

LONDON, N. 3.

the 8th day of Novemberone thousand nine hundred and Seventy six

before me



A Commissioner for Oaths (see note (b) below)

- (a) "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 "a person named in the articles of association as a secretary"

- (b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

Presented by:

HART & CO. (CITY ROAD) LIMITED
COMPANY REGISTRATION AGENTS

22-24 COWPER STREET, CITY ROAD, LONDON EC2A 4AP

Presentor's reference.

Telephone: 01-253 4108

1288874 | 3
Memorandum
of Association

OF WADEFENN LIMITED

THE COMPANIES ACTS, 1948 to 1967
COMPANY LIMITED BY SHARES

1. The name of the Company is *WADEFENN 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 the wholesale and retail businesses as manufacturers, importers and exporters and cash and credit dealers of general grocers, and provision merchants, fruiterers, greengrocers, bakers, butchers, poulterers, fishmongers, meat salesmen, dealers in cooked, tinned and preserved meats, pastry cooks, licenced victuallers, wine, spirit and beer merchants, tobacconists, confectioners, dairymen and dealers in dairy and farm produce, potato merchants, dealers in seeds, fertilisers, and horticultural sundries and requisites, corn flour and cereal merchants and millers, dealers in animal feeding stuffs, aerated and mineral water manufacturers, restaurateurs, caterers, newsagents, booksellers, fancy goods dealers, dealers in hairdresser's accessories and sundries, perfumery, soaps, shampoos and toilet requisites and preparations, drugs, chemicals, and other commodities of personal and household use and consumption, oil and colourmen, dealers in firewood, coal, coke, anthracite, and all manufactured and other solid and liquid fuels and builder's and decorator's materials, tools and appliances, ironmongers and hardware merchants dealers in glass, china, cutlery and household and domestic appliances and requisites of every description; proprietors of Off-Licences, and mobile and other shops, stores, and kiosks for the supply of any of the goods deal in by the Company, general domestic storekeepers, haulage and transport contractors, general carriers, garage proprietors and general merchants, Agents, traders and dealers; to buy, sell, manufacture, repair, alter, rebuild, reconstruct, hire, let on hire, import, export, and generally deal in plant, machinery, apparatus and articles, things and effects of all kinds ancillary to or capable of being used for the purposes of the foregoing businesses or any of them likely to be required by customers of or persons having dealings with the Company.

- (B) To guarantee or give security for the payment or performance of any debts, contracts or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
- (C) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company.
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

Clauses 3(G) to 3(M)

- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (H) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (J) To receive money on deposit or loan upon such term as the Company may approve, and generally to act as bankers for customers and others.
- (K) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (L) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (M) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such

institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

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

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

STANLEY HAROLD DAVIS
22-24 Cowper Street,
City Road,
London EC2A 4AP.

ONE

Company Director.

DAVID ORDISH
22-24 Cowper Street,
City Road,
London EC2A 4AP.

ONE

Executive Director.

DATE: THIS 8th DAY OF NOVEMBER 1976

Witness to the above Signatures -

MICHAEL CLAFF,
22-24 Cowper Street,
City Road, London EC2A 4AP.
Company Director.

1288874/4

THE COMPANIES ACTS, 1948 to 1967
COMPANY LIMITED BY SHARES

Articles of Association

OF WADEFENN LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 24, 53, 58, 71, 75, 84 (2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the

offer is made that he declines to accept the Shares offered the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation II of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

SHARE TRANSFERS

6. Regulation 22 of Part I of Table A shall not apply to the Company. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

7. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.
8. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.
9. At any General Meeting a Resolution put to the vote of the

Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.
11. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.
12. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine

if and when the Director appointing him ceases to hold office as a Director.

13. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
14. The office of a Director shall be vacated:-
 - (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (3) If he becomes of unsound mind.
 - (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
 - (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

15. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

16. The first Secretary of the Company shall be Stanley Harold Davis.

SEAL

17. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

18. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, Addresses and Descriptions of Subscribers

STANLEY HAROLD DAVIS
22-24 Cowper Street,
City Road,
London EC2A 4AP.

Company Director.

DAVID ORDISH
22-24 Cowper Street,
City Road,
London EC2A 4AP.

Executive Director.

DATED THIS - 8 th DAY OF NOVEMBER 1976

Witness to the above Signatures -

MICHAEL CLAFF
22-24 Cowper Street,
City Road, London EC2A 4AP.

Company Director



CERTIFICATE OF INCORPORATION

No. 1288874

I hereby certify that

WADEFENY LIMITED

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

Given under my hand at Cardiff the 1ST DECEMBER 1976

A. Pendlebury
A. PENDLEBURY

Assistant Registrar of Companies

Special Resolution

1288874/6
Companies Act 1948-1967

Company Limited by shares

OF

WADEFENN LIMITED

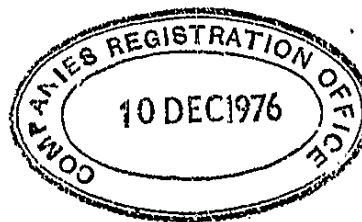
Passed the 1st day of December 1976

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 22/24 Cowper Street, City Road, LONDON, EC2A 4AP on the 1st December 1976 the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

THAT the existing Clause 3(A) in the Memorandum of Association of the Company be deleted, and that the attached Clause 3(A) be substituted in its place..

.....
S. H. Davis,
Secretary.



Company No: 1288874

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

- (A) To undertake and perform the duties of the office or offices of trustee, custodian trustee, executor, administrator, liquidator, receiver, committee, attorney, or nominee of or for any person, company, corporation, association, government, state, municipal or other body political or corporate.
- (i) For the purposes aforesaid to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary rights in any property, and to undertake and carry on any business, undertaking or transaction (except insurance of any kind.)
- (iii) For the purposes aforesaid to apply for and acquire and hold any charters, Acts of Parliament, privileges, monopolies, licences, concessions, patents, or other rights, powers, or orders from the British Government and Parliament or from any other government or state, or any local or other authority in any part of the world and to exercise, carry on, and work any powers, rights, or privileges so obtained and to constitute or incorporate the Company as an anonymous or other Society in any foreign country or state.
- (iv) In the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation, or body as the circumstances may require.

Memorandum of Association

THE COMPANIES ACTS, 1948 to 1967
COMPANY LIMITED BY SHARES

OF

WADEFENN LIMITED

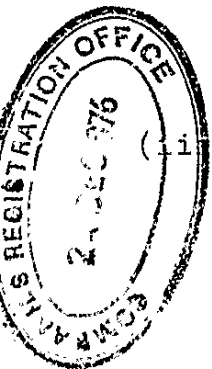
(As amended by Special Resolution passed 1st December 1976)

1. The name of the Company is Wadefenn 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 undertake and perform the duties of the office or
- (i) offices of trustee, custodian trustee, executor, administrator, liquidator, receiver, committee, attorney, or nominee of or for any person, company, corporation, association, government, state, municipal or other body politic or corporate.
 - (ii) For the purposes aforesaid to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary rights in any property, and to undertake and carry on any business, undertaking or transaction (except insurance of any kind.)
 - (iii) For the purposes aforesaid to apply for and acquire and hold any charters, Acts of Parliament, privileges, monopolies, licences, concessions, patents, or other rights, powers, or orders from the British Government and Parliament or from any other government or state, or any local or other authority in any part of the world and to exercise, carry on, and work any powers, rights, or privileges so obtained and to constitute or incorporate the Company as an anonymous or other Society in any foreign country or state.
 - (iv) In the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation, or body as the circumstances may require.



- (B) To guarantee or give security for the payment or performance of any debts, contracts or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
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- (F) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

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- (J) To receive money on deposit or loan upon such term as the Company may approve, and generally to act as bankers for customers and others.
- (K) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (L) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (M) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such Company.
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- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
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- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such

institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

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

No 1288874

THE COMPANIES ACT 1985

UNLIMITED COMPANY

SPECIAL RESOLUTIONS

of

WADEFENN LIMITED

At an extraordinary general meeting of this Company duly convened and held at WHINFEL, 74 ALBERT ROAD WEST, BOLTON on 22ND. OCTOBER 1993 at 12.15 am/pm the following resolutions were duly passed as special resolutions of the Company.

SPECIAL RESOLUTION 1

THAT the Company's memorandum of association be and is hereby altered as set out in the document attached hereto and marked "A" for the purpose of identification.

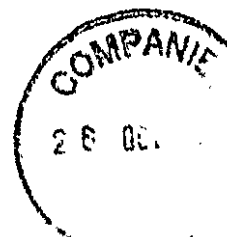
SPECIAL RESOLUTION 2

THAT the Company adopt new articles of association in the form of the document attached hereto and marked "B" for the purpose of identification.

Dated 22ND OCTOBER 1993

P. Leigh - Bramwell
.....
Chairman

85180/6



COMPANIES FORM No. 49(1)



Application by a limited company to be re-registered as unlimited

49 (1)

Barcl 247

Please do not
write in this
margin

Pursuant to section 49(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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1288874

Name of company

Full name of
company

WADEFENN LIMITED

NOTE
Alterations in the
memorandum
and articles
should be set out
overleaf

applies to be re-registered as unlimited.

The following documents are attached in support of this application for the company to be re-registered as unlimited:

1. Signed assents by or on behalf of all the members of the company (Form No. 49(8)(a))
2. A statutory declaration made by the directors of the company in compliance with section 49(8)(b) of the above Act^s
3. A printed copy of the company's memorandum incorporating the alterations set out overleaf
4. [A printed copy of the company's articles incorporating the alterations set out overleaf][†]

^s A non-prescribed
form of Statutory
Declaration (Form
No. 49(8)(b)) is
available

~~Printed copies of the company's memorandum and articles incorporating the alterations set out overleaf~~

Nominal share capital (if any) provided
for in the articles as altered

£ 100

[†] Delete as
appropriate

Signed *P. Leuph. Brammer* [Director] [Secretary] Date 22/10/93

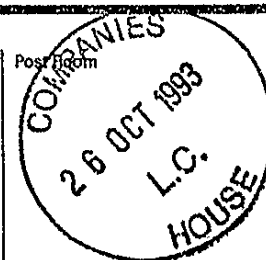
Presentor's name, address and reference (if any):

Cameron Markby Hewitt
Sceptre Court
40 Tower Hill
London EC3N 4BB

Ref: PLH/JF

For official use
General Section

Post From



Alterations in the memorandum

The memorandum of association is to be amended by the omission of the word "Limited" and the deletion of clause 4 as shown in the copy of the memorandum attached to the accompanying special resolution

Please do not
write in this
margin

Alterations in the articles

As detailed in the newly adopted articles of association attached to the accompanying special resolution

**Members' assent to company
being re-registered as unlimited****49(8)(a)**Please do not
write in this
margin

Pursuant to section 49(8)(a) of the Companies Act 1985

To the Registrar of Companies
(Address on page 2)

For official use

Company number

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1288874

Name of company

Full name of
company

WADEFENN LIMITED

We, being all the members of the company, assent to the company being
re-registered as unlimitedSignature of member (or
person lawfully authorised
to sign on his behalf)1 Full name of member ROGDIA LIMITEDAddress Sceptre Court40 Tower HillLondon EC3N 4BB*P. Leigh - Bramwell*

DIRECTOR

2 Full name of member LEIGH PROPERTIES TRUSTEES LTDAddress Mountbarrow House12 Elizabeth StreetLondon SW1W 9RB*P.H. Leigh*

DIRECTOR

3 Full name of member

Address

4 Full name of member

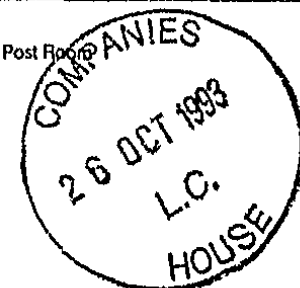
Address

Presenter's name, address and reference (if
any):Cameron Markby Hewitt
Sceptre Court
40 Tower Hill
London EC3N 4BB

Ref: PLH/JF

For official use
General Section

Post Room



Signature of member (or
person lawfully authorised
to sign on his behalf)

Please do not
write in this
margin

5 Full name of member

Address

6 Full name of member

Address

7 Full name of member

Address

8 Full name of member

Address

9 Full name of member

Address

10 Full name of member

Address

11 Full name of member

Address

12 Full name of member

Address

Please enter in box opposite
the number of continuation
sheets attached.

NOTE

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies, Companies Registration Office, 102 George Street, Edinburgh EH2 3DJ



COMPANIES FORM No. 49(8)(b)

Form of Statutory Declaration by directors as to members' assent to re-registration of a company as unlimited

49(8)(b)

Note. This form is not prescribed but has been provided for those who wish to use it Pursuant to section 49(8)(b) of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Company number

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1288874

Name of company

Full name of company

WADEFENN LIMITED

I/We Helen Rosemary Leigh-Bramwell and Philip Leigh-Bramwell
of Whinfell, 74 Albert Road West, Bolton BL1 5HW

and Brian Herbert Leigh-Bramwell
of Hall Brook, Rivington Village, Horwich, Bolton BL6 7SL

† Delete as appropriate

cl
[the sole director] (all the directors)† of the above company do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached Form No.49(8)(a) to the company being re-registered as unlimited constitute the whole membership of the company, and that where any of these persons has not himself subscribed to the form of assent, I/we have taken all reasonable steps to satisfy myself/ourselves that each person who subscribed it on behalf of a member was lawfully empowered to do so.

And I/we 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

Declarant[s] to sign below

WHINFELL

74 ALBERT ROAD WEST

BOLTON

the TWENTY SECOND day of OCTOBER
one thousand nine hundred and NINETY THREE
before me *C. H. J.*

P. Leigh-Bramwell

H.R. Leigh-Bramwell

B. H. Bramwell

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

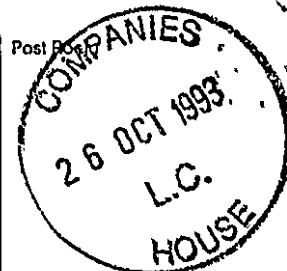
Presenter's name, address and reference (if any):

Cameron Markby Hewitt
Sceptre Court
40 Tower Hill
London EC3N 4BB

Ref: PLH/JF

For official use
General Section

Post Box



128874 11/2

MEMORANDUM OF ASSOCIATION

of

WADEFENN

Registered number: 1288874

CAMERON MARKBY HEWITT
Sceptre Court
40 Tower Hill
London EC3N 4BB

Tel: 071-702 2345
Fax: 071-702 2303

JF/85030



Company no 1288874

THE COMPANIES ACTS 1948 TO 1967

UNLIMITED COMPANY

MEMORANDUM OF ASSOCIATION

of

WADEFENN

(as amended by special resolution passed October 1993)

1. The name of the Company is Wadefenn.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - (A) (i) To undertake and perform the duties of the office or offices of trustee, custodian trustee, executor, administrator, liquidator, receiver, committee, attorney, or nominee of or for any person, company, corporation, association, government, state, municipal or other body politic or corporate.
 - (ii) For the purposes aforesaid to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary rights in any property, and to undertake and carry on any business, undertaking or transaction (except insurance of any kind).
 - (iii) For the purposes aforesaid to apply for and acquire and hold any charters, Acts of Parliament, privileges, monopolies, licences, concessions, patents, or other rights, powers, or orders from the British Government and Parliament or from any other government or state, or any local or other authority in any part of the world and to exercise, carry on, and work any powers, rights, or privileges so obtained and to constitute or incorporate the Company as an anonymous or other society in any foreign country or state.

- (iv) In the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation, or body as the circumstances may require.
- (B) To guarantee or give security for the payment or performance of any debts, contracts or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
- (C) To carry on any other trade or business which can, in the opinion of the board of directors be advantageously carried on by the Company.
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock, bonds, obligations and securities guaranteed by any government or authority, municipal, local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (H) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for

the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (J) To receive money on deposit or loan upon such term as the Company may approve and generally to act as bankers for customers and others.
- (K) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (L) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any directors, accountants or experts or agents.
- (M) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (N) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, in such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex officers, employees or ex employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or

schemes, (whether contributory or non contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.

- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The share capital of the Company is £100 divided into 100 shares of £1 each.

12-11-93

1288874

ARTICLES OF ASSOCIATION

of

WADEFENN

Registered number: 1288874

CAMERON MARKBY HEWITT
Sceptre Court
40 Tower Hill
London EC3N 4BB

Tel: 071-702 2345
Fax: 071-702 2303

JF/85150



Company no 1288874

THE COMPANIES ACTS 1948 TO 1967

UNLIMITED COMPANY

ARTICLES OF ASSOCIATION

of

WADEFENN

(adopted by special resolution passed October 1993)

1. Regulations 3, 32, 34 and 35 of Table A shall not apply to the Company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Company.
2. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A.
3. The share capital of the Company is £100 divided into 100 shares of £1 each.
4. The Company may by special resolution:
 - (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
 - (e) reduce its share capital and any share premium account in any way.

12-11-93

FILE COPY



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF LIMITED COMPANY
AS UNLIMITED

Company No. 1288874

The Registrar of Companies for England and Wales hereby certifies that

WADEFENN

formerly registered as limited, has this day been re-registered under
the Companies Act 1985 as unlimited.

Given at Companies House, London, the 26th October 1993

L. Mills
MRS L. MILLS

For The Registrar Of Companies



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