

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a companyPursuant to section 15 (2) of the Companies Act 1948 as
amended by the Companies Act 1976

For official use

1483483

Please do not
write in this
binding marginPlease complete
legibly,
preferably in
black type or
bold black
lettering.*Delete if
inappropriate.

Name of Company

ROSSMEN

Limited*

I, MICHAEL WILLIAM DEFTYof 7 PARSONS DRIVE, ELLINGTON, HUNTINGDON, CAMBS.do solemnly and sincerely declare that I am a person named in the
statement delivered under S.21 Companies Act 1976 as a Director
of

ROSSMEN

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 1835Declared at PRIORY HOUSE, PRIORY LANEST. NEOTS, CAMBS.the 17th day of FebruaryOne thousand nine hundred and eighty

before me

A Commissioner for Oaths†

Presentor's name, address
and reference (if any):Anglia Company
Formations Limited,
7 Parsons Drive,
Ellington,
Huntingdon,
Cambs.For official use
General section

Post room

THE COMPANIES ACTS 1948 to 1976

COMPAN LIMITED BY SHARES

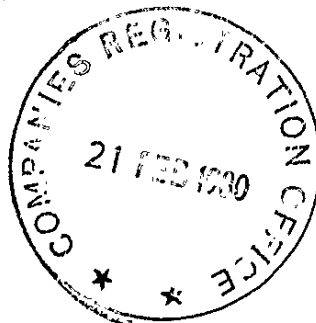
MEMORANDUM

OF ASSOCIATION OF

ROSSMEN LIMITED

1483483/3

1. The name of the Company is " ROSSMEN LIMITED ".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (1) To carry on business as general merchants, manufacturers, importers, exporters, assemblers, processors, distributors, wholesalers, retailers and dealers in or of any item, produce, commodities, articles or services of or for commercial, industrial, domestic, household, personal, leisure, agricultural or marine use, application or consumption.
 - (2) To carry on business as brokers, agents and factors for or in relation to any goods or services including without limitation insurance, finance, motor vehicles, boats, travel, holidays, entertainment, advertising, lotteries and real and personal property.
 - (3) To carry on business as proprietors of shops, hotels, clubs, guest houses, houses, flats, offices, factories, warehouses, garages, garden centres, boat yards, public houses, restaurants, cafes, wine and spirit merchants, builders, decorators, wood and metal workers, joiners, carpenters, bricklayers, gardeners, civil, mechanical, heating, electrical and motor engineers, plumbers, chemists, hairdressers, tobacconists, confectioners, grocers, printers, stationers, caterers, bookmakers, estate agents, photographers, freight and forwarding agents, conformers, repairers and cleaners.



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See Envelope.

(B) To carry on any trade or business (whether manufacturing or otherwise) which may seem to the Directors capable of being conveniently carried on in connection with or by way of extension of any business of the Company or any of its objects, or which it may be advisable to undertake with a view to developing, rendering valuable, or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.

(C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of, and otherwise acquire and/or deal with any freehold or leasehold land, buildings or other property, chattels, and effects, and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings.

(D) To apply for, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, trademarks, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same, and to undertake research work and expend money in experimenting upon and testing and in improving or seeking to improve any products, processes, patents, inventions or rights which the Company or any other company in which the Company is interested may acquire or propose to acquire.

(E) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents, or stocks, shares, debentures, debenture stock or other obligations of any other company.

(F) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the issued share capital, business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.

(G) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.

(H) To carry on any business or branch of a business which the Company is authorised to carry on by means, or through the agency of,

any company which is a subsidiary of the Company and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.

(I) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.

(J) To give all descriptions of guarantees and indemnities.

(K) To subscribe for, underwrite, purchase, or otherwise acquire and to hold, dispose of, and deal with the shares, stocks, securities and evidence of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body or persons, and any options or rights in respect thereof, and to buy and sell foreign exchange provided that the Company shall in no circumstances be empowered to carry on business as or act as stock and share brokers of any kind.

(L) To borrow and raise money in any manner and on any terms.

(M) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the capital, original or increased, of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.

(N) To make, draw, accept, endorse, discount, negotiate, execute, and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.

(O) To lend money or give credit with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.

(P) To undertake and transact all kinds of trust and agency business.

(Q) To procure the Company to be registered or recognised in any foreign country or place.

(R) To grant donations, pensions, gratuities, allowances, benefits or emoluments to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered to benefit any such persons or otherwise advance the interests of the Company or of any such other company as aforesaid or of its members and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees, and to lend money to the Company's employees (including any Director holding a salaried employment or office in the Company) to enable them to purchase shares of the Company or its holding company, and to formulate and carry into effect any scheme for sharing the profits of the Company or its holding company or any other subsidiary company of the holding company with its employees or any of them.

(S) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.

(T) To enter into any arrangements with any governments or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government authority or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company thinks it desirable to obtain, and to carry out, exercise and comply with the same.

(U) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(V) To distribute among the members of the Company in specie any property of the Company.

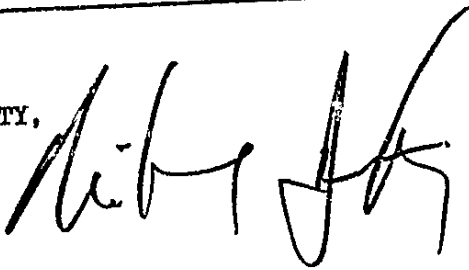
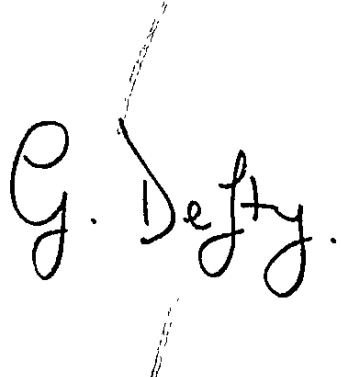
(W) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects of any of them.

And it is hereby declared (a) that the word " company " in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraphs specified, or the powers thereby conferred.

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, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
MICHAEL WILLIAM DEFTY, 7 PARSONS DRIVE, ELLINGTON, CAMBS. COMPANY DIRECTOR	 ONE
GERALDINE DEFTY, 7 PARSONS DRIVE, ELLINGTON, CAMBS. COMPANY DIRECTOR	 ONE

Dated 8th February 1980.

Witness to the above signatures :-

MRS. C.A. HARPER,
41 POST STREET,
GOLDMANCHESTER,
CAMBS.



SECRETARY

1483483 | 4

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ROSSMEN LIMITED

P R E L I M I N A R Y

1. Subject as hereinafter provided, the regulations contained or incorporated in Part 11 of Table A in the First Schedule to the Companies Act, 1948, as amended by the Companies Act 1967 (hereinafter referred to as "Part 11 of Table A"), shall apply to the Company.

2. Regulations 24, 53, 75, 77, 79, 88 to 92, (inclusive) and 94 of Part 1 of Table A in the said Schedule (hereinafter referred to as "Part 1 of Table A") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Part 1 of Table A, and Regulations 2 to 5 (inclusive) of Part 11 of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

S H A R E C A P I T A L

3. In Regulation 3 of Part 1 of Table A the words " with the sanction of an ordinary resolution " shall be deemed to be deleted.

4. Unless otherwise determined by the Company in General Meeting:-

- (i) After the initial allotment, any shares to be issued shall before issue be offered for subscription in the first instance to such persons as at the date of the offer are registered as the holders of the shares in the capital of the Company in proportion as nearly as the circumstances will admit to the number of shares then held by them respectively;
- (ii) Any such offer as aforesaid shall be made by notice specifying the number of shares offered and the price at which the same are offered and limiting the time within which the offer if not accepted will be deemed to be declined;

at the expiration of that time any such shares not so accepted shall be re-offered in like manner and upon the same terms to those Shareholders who accept all the shares previously offered to them and such re-offering shall be repeated until such time as either all the relevant shares have been accepted or until all Shareholders shall have declined to accept any more of them;

- (iii) Subject as aforesaid all unissued shares shall be at the disposal of the Directors and they may offer, allot, grant options over or otherwise deal with or dispose of them to such persons, at such times and generally on such terms as they think proper, but so that no share shall be issued at a discount except in accordance with Section 57 of the Act.

L I E N S A N D C A L L S O N S H A R E S

5. In Regulation 11 of Part 1 of Table A the words and brackets "(not being a fully paid share)" and "(other than fully paid shares)" shall be deemed to be deleted.

6. In Regulation 15 of Part 1 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

G E N E R A L M E E T I N G S

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the auditor for the time being of the Company.

8. Regulation 54 of Part 1 of Table A shall be read and construed as if the words " meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

D I R E C T O R S

9. The first Directors of the Company shall be the persons named as the first Directors of the Company in the statement delivered under

Section 21 of the Companies Act 1976.

10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part 1 of Table A shall be deemed to be modified accordingly.

11. Any Director may continue to be or become a director of, or hold any other office or place of profit under any company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company, or voting or providing for the payment of remuneration to the directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

12. (a) In Regulation 93 of Part 1 of Table A the words "other than a Director retiring at the meeting" shall be deemed to be deleted.

(b) In Regulation 97 of Part 1 of Table A the second sentence thereof shall be deemed to be deleted.

B O R R O W I N G P O W E R S

13. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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.

D I S Q U A L I F I C A T I O N O F D I R E C T O R S

14. The office of a director shall be vacated:-

(a) if he resigns his office by notice in writing to the Company;

(b) if he becomes bankrupt or enters into any arrangement with his creditors.

- (c) if he is prohibited from being a director by an order made under Section 188 of the Act, under Section 28 of the Companies Act 1976; or under Section 9 of the Insolvency Act 1976;
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office by a resolution duly passed under Section 184 of the Act.

T H E S E C R E T A R Y

15. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 21 of the Companies Act 1976.

I N D E M N I T Y

16. In addition to the indemnity contained in Regulation 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Act, every director, managing director, agent, auditor, secretary and other officer 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 description of
Subscribers

MICHAEL WILLIAM DEFTY,
7 PARSONS DRIVE,
ELLINGTON,
CAMBS.

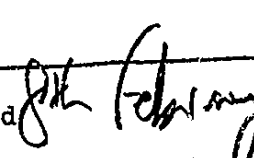


COMPANY DIRECTOR

GERALDINE DEFTY,
7 PARSONS DRIVE,
ELLINGTON,
CAMBS.



COMPANY DIRECTOR

Dated  19 80.

Witness to the above Signatures :-

MRS. C.A. HARPER,
41 POST STREET,
GOIMANCHESTER,
CAMBS.



SECRETARY

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

1

Please do not write in this binding margin

Company number

1483483 5

Name of Company

Please complete legibly, preferably in black type, or bold black lettering

ROSSMEN Limited*

*delete if inappropriate

The intended situation of the registered office of the company on incorporation is as stated below

7 PARSONS DRIVE, ELLINGTON,
HUNTINGDON, CAMBS. PE18 0AU

If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below

X

ANGLIA COMPANY FORMATIONS LIMITED
7 PARSONS DRIVE, ELLINGTON,
HUNTINGDON, CAMBS. PE18 0AU

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

Presenter's reference (if any) :

For official use

General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not
write in this
binding margin



Important
The particulars
to be given are
those referred to
in section 21(2)(a)
of the Companies
Act 1976 and
section 200(2) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form.

Name (note 2)	MICHAEL WILLIAM DEFTY	Business occupation	CO. DIRECTOR
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	7 PARSONS DRIVE, ELLINGTON, HUNTINGDON, CAMBS.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	ANGLIA COMPANY FORMATIONS LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature		Date	February 1980

Name (note 2)	GERALDINE DEFTY	Business occupation	CO. DIRECTOR
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	7 PARSONS DRIVE, ELLINGTON, HUNTINGDON, CAMBS.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	ANGLIA COMPANY FORMATIONS LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature		Date	February 1980

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

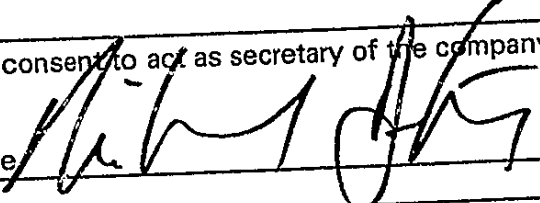

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Important

The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

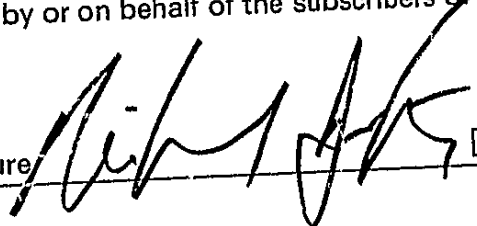
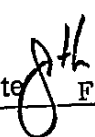
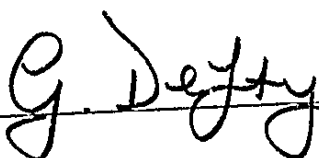
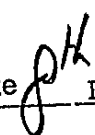
Name (notes 2 & 7)	MICHAEL WILLIAM DEFTY
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	7 PARSONS DRIVE, ELLINGTON, HUNTINGDON, CAMBS.
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date  February 1980

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as
appropriate

Signature 	[Subscriber] [Agent]†	Date  February 1980
Signature 	[Subscriber] [Agent]†	Date  February 1980



COPY

CERTIFICATE OF INCORPORATION

No. 1483483

I hereby certify that

ROSSMEN LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 6TH MARCH 1980

A handwritten signature in black ink, appearing to read 'E. A. Wilson'.

E. A. WILSON
Assistant Registrar of Companies