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HELD AT	ON	TIME

GENAVCO HOLDINGS LIMITED

(the "Company")

(Company Number 1703446)

RESOLUTION IN WRITING of the sole member as a substitute for a formal resolution in general meeting.

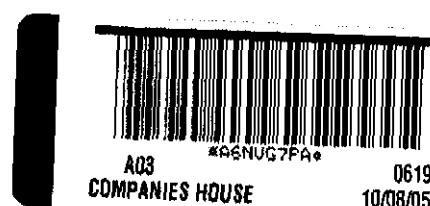
We, the undersigned, being the sole member of the Company having the right to vote at general meetings, or authorised agents of such members, signify our assent to the passing of the resolution set out below to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly called and held.

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be amended to reflect the company's status as a holding company, and that a conformed copy of the Memorandum of Association, signed by a Director of the company, be filed at Companies House.

DATED on this 1st Day of August 2005


.....
SIGNED by Mr. A. Tanna
For and on behalf of Harrods (UK) Limited



No: 1703446

M. J. McClymont

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GENAVCO HOLDINGS LIMITED

1. * The name of the Company is "GENAVCO HOLDINGS LIMITED" (hereinafter called "the Company")
2. The Registered Office of the Company will be situated in England.
3. The Objects for which the Company is established are:-

* The Company was incorporated under the name of "FRASER INSURANCE SERVICES LIMITED". By a Special Resolution passed on 29th June 1988 the Company changed its name to "GENAVCO HOLDINGS LIMITED."

- (i) To carry on the business of a holding company and to co-ordinate and regulate the activities and businesses of subsidiary and associated companies for the time being and the financing of such companies.
- (ii) To carry on business as insurance brokers, reinsurance brokers, insurance agents, insurance advisers and underwriting agents in respect of all classes of insurance and assurance, including marine, aviation and aircraft risks of all kinds, fire, life, accident, burglary, workmen's compensation, indemnity, motor, plate glass, livestock, fidelity and boiler insurances.
- (iii) To act as agents or managers for any insurance company, club, syndicate, association or for any individual underwriter in connection with its or his insurance or underwriting business wherever the same may be carried on or any branch of the same and to enter into any agreement for such purpose with any such insurance company, club, association or underwriter.
- (iv) To reinsure or counter-insure all or any risks, and to undertake all kinds of re-assurance and counter-assurance connected with any of the business aforesaid.
- (v) To act as estate agents, business and general transfer agents, surveyors, assessors, valuers and salvage and average adjusters.

- (vi) To negotiate and arrange mortgages, loans and advances, partnerships and the sale and purchase of businesses or shares therein and properties of all kinds.
- (vii) To promote or assist in promoting, establishing, financing or managing any company as may be thought desirable, and to subscribe for or underwrite and hold any shares, debentures, debenture stock, bonds or other securities.
- (viii) To undertake and execute any trusts and to act either by the Company or by any authorised officer thereof as trustee of any securities, property or fund of whatsoever nature and to keep in trust or in safe custody for any person or company any stocks, funds, bonds, shares or securities and to undertake, whether gratuitously or otherwise, any secretarial, advisory, fiduciary or management office or duties, and the office of trustee, nominee, treasurer, secretary or registrar.
- (ix) To acquire, establish and carry on any other business which the Company may consider desirable to be carried on in connection with its said businesses or

any of them, whether similar to or connected with any of their said businesses or not, and to enter into any transaction which the Company may consider desirable or in any way auxiliary to the business thereof, or proper to be carried on or entered into in connection therewith.

(x) To purchase, feu, take on lease or in exchange, hire or otherwise acquire any property, heritable or moveable, real or personal and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.

(xi) To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, warehouses, factories, mills, workshops, sheds, machinery, engines, tools, roads, railways, docks, quays, yards, wharves, bridges, reservoirs, watercourses, electric works and other works which may seem calculated directly or indirectly to advance the interests of the Company.

(xii) To buy, sell, manufacture, import or export and deal in any property, heritable or moveable, real or

personal, merchandise and produce of all kinds which can conveniently be dealt in by the Company in connection with any of its objects, and to carry on the business of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.

(xiii) To act as directors, managers, secretaries, registrars or liquidators of, or to appoint directors, managers, secretaries, registrars or liquidators of any company and to take part in the management, supervision and control of the business or operations of any company or undertaking, or to undertake any office or employment of trust or confidence, and for that purpose to appoint and remunerate any directors, managers, secretaries, registrars, trustees, accountants or other experts or agents.

(xiv) To provide services of all descriptions and to carry on business as advisers, consultants, brokers or agents of any kind and in particular for constituents and customers of the Company, and for any persons, companies or societies carrying on any business of a similar nature to that of any branch of the Company's

business and to receive goods, money and effects for custody, transmission, sale or otherwise.

- (xv) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on business involving any such provision.
- (xvi) To store goods of other persons, firms or companies in any warehouses or stores of the Company or others, on such terms as may with them be mutually agreed on.
- (xvii) To apply for or join in applying for or otherwise acquire any Letters Patent, patent rights or inventions, brevets d'invention, licences of any kind, including licences to deal in or sell excisable liquors wholesale or retail, concessions, secret processes or registered designs, trade marks or the like which may appear to be useful to the Company, to register, protect, prolong, renew, exercise, develop, grant licences under, use, manufacture under, or turn to account the same by merchanting or otherwise, and to make researches and experiments for perfecting existing or discovering new appliances or methods of manufacture.

- (xviii) To enter into partnership or amalgamation or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or company.
- (xix) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for shares or otherwise) of all or any part of the undertaking subject to or free from all or any part of the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for shares or otherwise) of all or any part of the share or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.
- (xx) To acquire an interest in or to buy or acquire all or any part of the business, property or undertaking and to assume all or any part of the liabilities of any other company, firm or person carrying on any business or engaged in any undertaking which the Company may legally carry on or possessed of property or rights suitable for any of the purposes of the Company.

- (xxi) To pay for any purchases in cash or by bills of the Company or by ordinary, preference, guaranteed or deferred shares of the Company (fully paid up or partly paid up) or by debentures or other securities or acknowledgments of the Company, or one or more of them or part of the one and part of the other or others, or in any other way and generally on such terms as the Company may approve.
- (xxii) To issue and allot securities of the Company for cash or in payment or part payment for any property real or personal, heritable or moveable, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount or for any other purpose.
- (xxiii) To sell, feu, exchange, lease or otherwise deal with or dispose of the whole or any part of the property and undertaking of the Company or any right over or any interest in the same in such manner, upon such terms, including payment in cash or in shares or debentures or other securities of any other company, association, firm or person, and subject to such conditions as the Company may think proper.

- (xxiv) To establish or promote or concur in establishing or promoting any company or companies for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (xxv) To apply for, promote and obtain Acts of Parliament, Provisional Orders or licences of the Department of Trade which may seem calculated, directly or indirectly to benefit the Company, or be in the interests of the trade carried on by the Company or other companies carrying on similar businesses, and to oppose any Bills, Provisional Orders or any other proceedings in Parliament or elsewhere, which may seem calculated, directly or indirectly, to prejudice the Company's interests and to subscribe to the expenses thereof.
- (xxvi) To enter into any arrangement with any Governments or Authorities, supreme, local, municipal or otherwise, or any corporations, companies, firms or persons which may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, Authority, corporation, company,

firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(xxvii) To take or otherwise acquire and hold in the name of the Company or of any trustees or trustee for the Company or otherwise and to use, mortgage, pledge, sell or otherwise deal with or dispose of any shares, stock, debentures or other securities of or interests in any other company, association or firm.

(xxviii) To invest and deal with the available moneys of the Company in such manner as may from time to time be determined, and to lend and advance money with or without security to any company, firm or person upon such terms as may be resolved, and to transact any of the business of a banker which may seem to the Company expedient.

(xxix) To receive money on deposit and to raise or borrow money without security or to secure (either by way of mortgage or charge on all or any part of the property and undertaking, present and future, and the uncalled

capital of the Company or otherwise) the repayment thereof and also so to secure any debt, guarantee or other obligation of or binding on the Company in such manner and on such terms as may seem expedient.

(xxx) To guarantee and/or give security for the payment of money by or the performance of obligations of all kinds of the Company or any other person, firm or company and, in particular, but without prejudice to the generality of the foregoing, to guarantee and/or give security (either by way of mortgage or charge on all or any part of the property and undertaking, present and future, and the uncalled capital of the Company or otherwise) for the performance of the obligations and the payment of the principal of and dividends, interest and premiums on and any other moneys due in respect of any stocks, shares, debentures, debenture stock or other securities or borrowing of any company including a company which is for the time being (a) the Company's holding company or (b) a subsidiary of the Company or (c) a subsidiary of the Company's holding company, the expressions "holding company" and "subsidiary" having the meanings ascribed to them by Section 154 of the Companies Act 1948 or (d) a company in any way associated with the Company.

(xxxi) To draw, make, accept, endorse, discount, execute and issue, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents of every kind.

(xxxii) To establish and contribute to and participate in pension, retirement benefit and life assurance schemes for the benefit of and to give pensions, gratuities, donations and emoluments to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or of any subsidiary or associated company, or the wives, widows, relations, connections and 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 its members; to support or subscribe to any association, institution or other body whose objects are such as are calculated to promote the interests or maintain the status of the Company whether such associations are trade associations or otherwise, and to subscribe to any charitable or public institution, object or appeal of any nature whatsoever, and to

make provision for the benefit of any employees or ex-employees and to officers and ex-officers (including Directors or ex-Directors) of the Company or of any subsidiary company in the event of the cessation or the transfer to any person of the whole or part of the undertaking of the Company or the subsidiary company.

- (xxxiii) To advertise or adopt such means as may seem expedient of making known the products of the Company or those of any other corporation or person it may represent, and to carry on the business of advertisers or advertising agents.
- (xxxiv) To pay all expenses of and incidental to the formation and registration of the Company and the issue of its capital and to procure the Company to be registered or recognised in any place outside England.
- (xxxv) To indemnify and secure any company, firm or person against debt or liability incurred or undertaken for behoof of the Company or against any costs, losses or expenses in connection with the business or the affairs of the Company.

(xxxvi) To cease carrying on or wind up any business or activity of the Company, and to cancel registration of and to wind up or procure the dissolution of the Company in any state or territory.

(xxxvii) To distribute any of the property and assets of the Company among the members in specie 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.

(xxxviii) To do all such things as are incidental or conducive to the attainment of the above objects and to carry out the objects of the Company as principals, agents, contractors, trustees or otherwise, and by or through agents, trustees or otherwise and either alone or in conjunction with others.

And it is hereby declared that "company" in this Clause, except where used in reference to this Company, shall include any government or statutory body or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall

include any fully, partly or nil paid or no par value stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible, and the objects specified in different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may, be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. The Share Capital of the Company is £100,000 divided into 100,000 Shares of £1 each, and the Company shall have power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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 Description of Subscribers	Number of Shares taken by each Subscriber
<p>David Knowles Milligan, Tigh Seal, Station Road, Rhu, Dunbartonshire. Company Secretary.</p>	<p>One</p>
<p>Peter Kenneth Winstone, 226 Chislehurst Road, Petts Wood, Kent BR5 1NT. General Manager Insurance</p>	<p>One</p>

Dated this Thirty first day of January One thousand nine hundred and eighty three

Witness to the above Signatures:-

Ian George Lumsden,
169 West George Street,
Glasgow.
(Witness to signature of
D.K. Milligan).

Jonathan Jaques Bullen,
116A Heather Park Drive,
Wembley,
Middlesex HA0 1SN.
(Witness to signature of P.K.
Winstone).