

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

12

Please do not  
write in  
this margin.

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

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

[ ] [ ] [ ] [ ]

2283378

Name of company

\* INTERCEDE 598 LIMITED

I, BETTY PATRICIA DOREEN BAILEY

of Inveresk House, 1 Aldwych, London WC2R 0HF

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~  
[person named as director or secretary of the company in the statement delivered to the registrar under  
section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above  
company and of matters precedent and incidental to it 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 71 Queen Victoria Street  
London EC4V 4EB

Declarant to sign below

the Twentieth day of July  
One thousand nine hundred and eighty-eight  
before me Aileen Ruth Candlish Solicitor

B Bailey

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

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

McKenna & Co  
71 Queen Victoria Street  
London EC4V 4EB

Ref: BPDE9090

For official Use  
New Companies Section

Post room



G

COMPANIES FORM No. 10

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

10

Please do not  
write in  
this margin.

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

Name of company

\* INTERCEDE 598 LIMITED

\* Insert full name  
of company

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

INVERESK HOUSE	
1 ALDWYCH	
LONDON	
Postcode	WC2R OHF

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

McKENNA & CO	
INVERESK HOUSE, 1 ALDWYCH	
LONDON	
Postcode	WC2R OHF

Number of continuation sheets attached (see note 1)

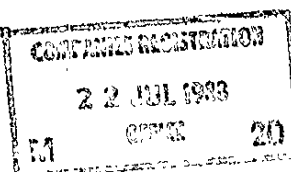
Presentor's name address and  
reference (if any):

McKenn & Co  
71 Queen Victoria Street  
London  
EC4V 4EB

Ref: BPDB

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3)	ROBERT JOHN WINDMILL			Business occupation	Solicitor
Previous name(s) (note 3)				Nationality	British
Address (note 4)	INVERESK HOUSE, 1 ALDWYCH LONDON			Date of birth (where applicable) (note 6)	N/A
	Postcode	WC2R OHF			
Other directorships †	See attached list				
I consent to act as director of the company named on page 1					
Signature				Date 20 JUL 1988	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)	BETTY PATRICIA DOREEN BAILEY			Business occupation	Chartered Secretary
Previous name(s) (note 3)				Nationality	British
Address (note 4)	INVERESK HOUSE 1 ALDWYCH LONDON			Date of birth (where applicable) (note 6)	N/A
	Postcode	WC2R OHF			
Other directorships †	See attached list				
I consent to act as director of the company named on page 1					
Signature				Date 20 JUL 1988	

Name (note 3)				Business occupation	
Previous name(s) (note 3)				Nationality	
Address (note 4)				Date of birth (where applicable) (note 6)	
	Postcode				
Other directorships †					
I consent to act as director of the company named on page 1					
Signature				Date	

Please do not  
write in  
this margin

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

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 3 & 7) <b>INVERESK SECRETARIES LIMITED</b>	
Previous name(s) (note 3)	
Address (notes 4 & 7) <b>INVERESK HOUSE</b>	
<b>1 ALDWYCH</b>	
<b>LONDON</b>	Postcode <b>WC2R 0HF</b>
I consent to act as secretary of the company named on page 1 For and on behalf of <b>INVERESK SECRETARIES LIMITED</b>	
Signature <i>B. Bailey</i>	Date <b>20 JUL 1988</b>

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

delete if the form is  
signed by the  
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed <i>B. Bailey</i>	Date <b>20 JUL 1988</b>
Signed <i>B. Bailey</i>	Date <b>20 JUL 1988</b>
Signed	Date
Signed	Date
Signed	Date
Signed	Date

**LIST OF DIRECTORSHIPS**

**B.P.D. BAILEY**

**Inveresk Secretaries Limited**

**Molson Breweries (UK) Limited**

**National Heritage Limited**

**Showtime The Movie Channel Limited**

**Showtime Limited**

**Pageant Enterprises (UK) Limited**

**Belvedale Limited**

## LIST OF DIRECTORSHIPS

### R.J. WINDMILL

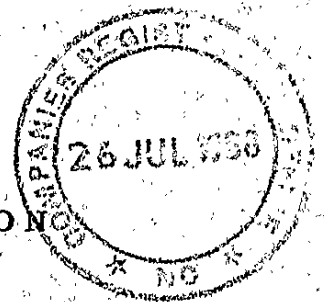
National Heritage Limited  
Colquhoun Lowson & Company Limited  
Scottish Trust Managers Limited  
Gresham Street Nominees Limited  
Harvey Hubbell Limited  
Grelco Limited  
Grelco Realisations Limited  
Croft Hill Investments Limited  
Oberman (Watford) Limited  
LaBour Pump Company Limited  
A.G. (UK) Inc.  
Linhay Meats Limited  
Susy Card Inc  
A.G. Europe Limited  
Dickenson's Quality Meats Limited  
Manhattan Marine Limited  
Glengate - KG Properties Limited  
Kumagai Gumi U.K. Limited  
Detector Electronics (U.K.) Limited  
Fairlawn Limited  
Flogas Limited  
Chattem (U.K.) Limited  
Inveresk Secretaries Limited  
Leaning Tower Restaurant Limited  
FSG Limited  
Glengate (Folkestone) Limited  
Glengate (Folkestone) (No.2) Limited  
Temple Court Consultants Limited

The Companies Act 1985



2283378

Company Limited By Shares



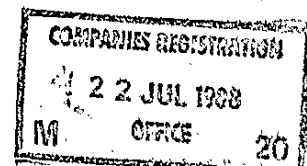
MEMORANDUM OF ASSOCIATION

of

INTERCEDE 598 LIMITED

1. The name of the Company is "INTERCEDE 598 LIMITED"
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
  - (1) To carry on all or any of the following businesses:  
Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers for or on behalf of any individual, company, firm or other body or as

RB4  
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B30



principals in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters, merchandising agents, warehousemen, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.

- (2) To buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
- (3) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of



being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the rights and information so acquired.

- (4) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.
- (5) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.
- (6) To manufacture, refine, repair, purchase, sell, export, import, deal in, or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- (7) To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.

- (8) To purchase, take on lease or licence or in exchange, apply for, hire, renew or otherwise acquire and hold for any estate or interest, and to sell, let, license or otherwise dispose of, in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.
- (9) To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
- (10) To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- (11) To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- (12) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such

methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not.

(13) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description.

(14) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments and to buy, sell and deal in foreign currencies.

(15) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.

- (16) To promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof 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.
- (17) To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).
- (18) To procure the Company to be registered or recognised in any country or place in any part of the world.
- (19) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (20) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company or any company promoted by the Company, the issue of the capital of the Company or any such other company, the negotiations between the promoters preliminary to the formation of the Company, the acquisition by the Company of any property or assets and the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
- (21) To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.

- (22) To act as directors or managers of, or to appoint directors or managers of, any subsidiary company or any other company in which the Company is or may be interested.
- (23) To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or other useful object whatever.
- (24) 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.
- (25) 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, sub-contractors, trustees, subsidiaries or otherwise.
- (26) 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 word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere. The intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph, from the name of the Company or from the order in which such objects are stated, 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 and independent company.

4. The liability of the members is limited.
5. The share capital of the Company is £100, divided into 100 Ordinary 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.

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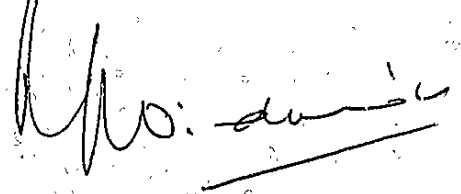
NAMES, ADDRESSES AND NUMBER OF SHARES TAKEN  
DESCRIPTIONS OF SUBSCRIBERS BY EACH SUBSCRIBER

---

ROBERT JOHN WINDMILL  
Inveresk House  
1 Aldwych  
London WC2R 0HF

SOLICITOR

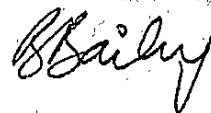
One



BETTY PATRICIA DOREEN BAILEY  
Inveresk House  
1 Aldwych  
London WC2R 0HF

CHARTERED SECRETARY

One



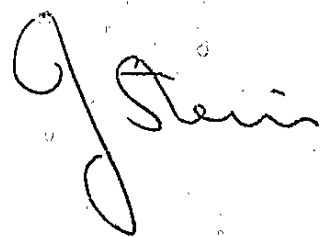
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Dated this 20th day of July 1988.

Witness to the above Signatures:

JOHN STEIN  
Inveresk House  
1 Aldwych  
London WC2R 0HF

SOLICITOR



No.

**The Companies Act 1985**

---

**Company Limited by Shares**

---

**ARTICLES OF ASSOCIATION**

of

**INTERCEDE 598 LIMITED**

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**INTERPRETATION**

1. In these Articles:-

"The Act" means the Companies Act 1985;

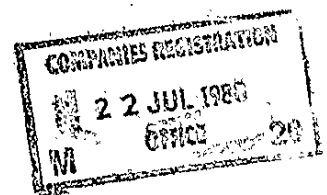
"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

2. The Regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A shall not apply to the Company.

**SHARE CAPITAL**

4. Subject to any direction to the contrary which may be given by the Company in General Meeting, the directors are unconditionally authorised to allot, create deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.





5. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with Article 4 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in General Meeting.

6. The authority conferred on the directors by Articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in General Meeting in accordance with Section 80 of the Act.

7. The provisions of Section 89(1) of the Act shall not apply to the Company.

#### **LIEN**

8. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

#### **TRANSFER OF SHARES**

9. The directors may, in their absolute discretion and without giving any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

#### **PROCEEDINGS AT GENERAL MEETINGS**

10. If a quorum is not present within half an hour of the time appointed for a General Meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time

and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

11. A poll may be demanded at any General Meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

12. On a show of hands or on a poll votes may be given, either personally or by proxy.

#### **NUMBER OF DIRECTORS**

13. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

#### **DELEGATION OF POWERS**

14. The following sentence shall be inserted after the first sentence of Regulation 72 of Table A:

"Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company".

#### **ALTERNATE DIRECTORS**

15. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.

16. When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

17. The directors shall not be subject to retirement by rotation and accordingly the final two sentences of Regulation 79 of Table A shall not apply to the Company.

18. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

19. Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at General Meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

20. There shall be no age limit for directors of the Company.

21. A director shall not be required to hold any qualification shares in the Company.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

22. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or"

"(e) he is otherwise duly removed from office."

#### REMUNERATION OF DIRECTORS

23. Regulation 82 of Table A shall be amended by the addition of the following:
- "Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine."

#### PROCEEDINGS OF DIRECTORS

24. Regulation 88 of Table A shall be amended by substituting for the sentence:
- "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom".

the following sentence:

"Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom".

25. If and so long as the minimum number of directors specified under these Articles is one, a sole director may exercise all the powers conferred on the directors by these Articles, and shall do so by written resolution under his hand

and, so long as there is such sole director, Regulations 88 to 90 of Table A shall not apply to the Company and Article 23 of these Articles shall have no effect.

26. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

27. Subject to such disclosure as is required by Section 317 of the Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

#### THE SEAL

28. In accordance with Section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

#### NOTICES

29. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111, and 112 of Table A shall be amended accordingly.

#### INDEMNITY

30. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the

execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

ROBERT JOHN WINDMILL  
Inveresk House  
1 Aldwych  
London WC2R 0HF

SOLICITOR

*Robert John Windmill*

BETTY PATRICIA DOREEN BAILEY  
Inveresk House  
1 Aldwych  
London WC2R 0HF

CHARTERED SECRETARY

*Betty Patricia Doreen Bailey*

Dated this *20<sup>th</sup>* day of *July*, 198 *8*

Witness to the above Signatures:

JOHN STEIN  
Inveresk House  
1 Aldwych  
London WC2R 0HF

SOLICITOR

*John Stein*

No.

The Companies Act 1985

Company Limited By Shares

MEMORANDUM

and

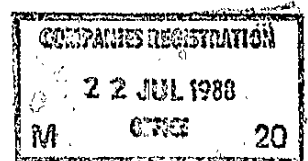
ARTICLES OF ASSOCIATION

of

INTERCEDE 598 LIMITED

Incorporated the                      day of                      198

McKenna & Co  
Inveresk House  
1 Aldwych  
London WC2R 0HF





FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2283378

I hereby certify that

**INTERCEDE 598 LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 3 AUGUST 1988

*M. Moss*  
MRS. M. MOSS

an authorised officer

No. 2283378

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

INTERCEDE 598 LIMITED

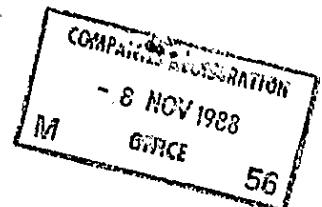
PASSED with November 1988

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 4th day of November 1988 the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the provisions of Clause 3 of the Company's Memorandum of Association be altered with respect to the objects of the Company by deletion of the whole of Clause 3 and the substitution therefor of the new Clause 3 contained in the document produced to the Meeting and for the purpose of identification marked 'A', a copy of which has been subscribed by the Chairman.

.....*B.P.D. Bailey*.....  
B.P.D. Bailey



No. 2283378

The Companies Act 1985

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COMPANY LIMITED BY SHARES

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AMENDED  
MEMORANDUM  
OF ASSOCIATION

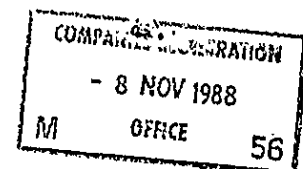
of

INTERCEDE 598 LIMITED

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Incorporated the 3rd day of August, 1988

McKenna & Co  
71 Queen Victoria Street  
LONDON  
EC4V 4EB



**The Companies Act 1985**

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**COMPANY LIMITED BY SHARES**

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**AMENDED  
MEMORANDUM OF ASSOCIATION**

**of**

**INTERCEDE 598 LIMITED**

**(Amended by Special Resolution passed on 4th of Nov., 1988)**

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1. The Company's name is "INTERCEDE 598 LIMITED".
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:-
  - (A) To undertake and discharge the office of trustees of any superannuation scheme, pension scheme, widows and orphans scheme, provident or pension fund, or other fund, scheme, trust, club or association, and whether contributory or non-contributory, now or at any time hereafter established or carried on solely or primarily for the benefit of employees

and ex-employees of Higgs and Hill PLC (or any other company with which that company may for the time being be amalgamated or to or from which all or part of the business of that company may be or may have been transferred) (hereinafter called "the Principal Employer") or of any associated company of or any company controlled by the Principal Employer, or for the relations, dependants or connections of any such persons

- (B) To act in, perform and carry out all the duties, and to exercise all the powers, authorities and discretions of or incidental to or arising out of all trusteeships from time to time held by or vested in the Company
- (C) To undertake and discharge the office of nominee for the trustee or trustees for the time being of all or any of the schemes, funds, trusts or associations mentioned in the preceding sub-clauses
- (D) To accept and undertake any appointment whether as nominee or trustee either gratuitously or otherwise
- (E) To subscribe for, purchase or otherwise acquire and to hold, dispose of, and deal in securities of any Government, State, corporation, company or body whatsoever whether registered, domiciled or carrying on business in the United Kingdom or in any other part of the world, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof
- (F) To invest all money in the hands of the Company in or upon such investments, securities or property as may be thought fit
- (G) To borrow or raise or secure the payment of money and to secure or discharge any debt or obligation of or binding on the Company in such manner as the Company shall think fit, and

in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) of the Company or by the creation and issue of securities and to purchase, redeem or pay off any such mortgages, charges or securities

- (H) Generally to acquire and hold and to deal with, sell, exchange, mortgage, charge or otherwise dispose of, manage, develop and turn to account real and personal property of all kinds whatsoever and any interest therein
- (I) To enter into (whether with or without consideration therefor) any guarantee, contract of indemnity or suretyship
- (J) To draw, accept, make, endorse, issue and negotiate cheques, bills of exchange, promissory notes and other instruments and securities
- (K) To procure the Company to be registered or recognised in any country or place, and to obtain any provisional order or Act of Parliament or any enactment, decree, or other legislative or executive act of any State, Government, Kingdom, Colony, Province, Dominion, sovereign authority or public body, supreme, local, municipal or otherwise, for enabling the company to carry any of its objects into effect or for effecting any alteration or modification of the company's constitution
- (L) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise, and either alone or in conjunction or in partnership with others, and either by or through trustees, agents, sub-contractors or otherwise
- (M) To do all such other things as are incidental or conducive to

the attainment of the above objects or any of them

And it is hereby declared that "securities" in this clause shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, right to subscribe or convert, or similar right or obligation, that the word "company" in this Clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited 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 divided into 100 shares of £1 each.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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ROBERT JOHN WINDMILL  
Inveresk House  
1 Aldwych  
London WC2R OHF

SOLICITOR

*R. John Windmill*

BETTY PATRICIA DOREEN BAILEY  
Inveresk House  
1 Aldwych  
London WC2R OHF

CHARTERED SECRETARY

*B. Bailey*

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Dated this 20<sup>th</sup> day of July, 1988

Witness to the above Signatures:

JOHN STEIN  
Inveresk House  
1 Aldwych  
London WC2R OHF

SOLICITOR

*J. Stein*



No. of Company 228378



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

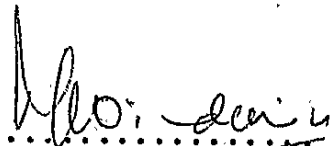
SPECIAL RESOLUTION IN WRITING

of

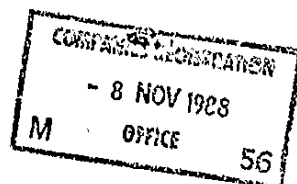
INTERCEDE 598 LIMITED

The following Resolution in writing was passed on 27th October 1988, pursuant to Regulation 53 of Table A incorporated in the Company's Articles of Association by all the members of the Company as a Special Resolution of the Company:-

That, with the consent of the Registrar of Companies, the name of the Company be changed to "Higgs and Hill No. 2 Pension Trust Limited".

  
.....  
R.J. Windmill

  
.....  
B.P.D. Bailey



DRUMMONDS 40  
013504



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2283378

I hereby certify that

**INTERCEDE 598 LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**HIGGS AND HILL NO.2 PENSION TRUST LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 18 NOVEMBER 1988

*C. R. Williams*  
MRS. C. R. WILLIAMS

an authorised officer

DRAFT/H/MBN-D0055/05.04.89

No. 2283378

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

1 of

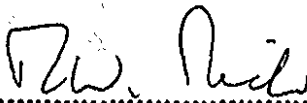
HIGGS AND HILL NO. 2 PENSION TRUST LIMITED.

PASSED 4th April 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 4th day of April 1989 the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the regulations contained in the document produced to the Meeting and for the purposes of identification a copy of which has been subscribed by the Chairman and marked 'A' be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.



.....  
M.W. Rich



DRAFT/G/SJF/MH/D-0013/04.04.89

No. 2283378

The Companies Act 1985

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Company Limited By Shares

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AMENDED

MEMORANDUM

and

NEW

ARTICLES OF ASSOCIATION

of

HIGGS AND HILL NO. 2 PENSION TRUST LIMITED

Incorporated the 3rd day of August 1988

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McKenna & Co  
71 Queen Victoria Street  
London EC4V 4EB



**The Companies Act 1985**

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**Company Limited By Shares**

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**AMENDED**  
**MEMORANDUM OF ASSOCIATION**

of

**HIGGS AND HILL NO. 2 PENSION TRUST LIMITED**

(Amended by Special Resolution passed on *Lth 10/11* 1989)

- 
1. The Company's name is "HIGGS AND HILL NO. 2 PENSION TRUST LIMITED". \*
  2. The registered office of the Company is to be situated in England and Wales
  3. The objects for which the Company is established are:
    - (A) To undertake and discharge the office of trustees of any superannuation scheme, pension scheme, widows and orphans scheme, provident or pension fund, or other fund, scheme, trust, club or association, and whether contributory or non-contributory, now or at any time hereafter established or carried on solely or primarily for the benefit of employees and ex-employees of

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\* Name changed to the above from Intercede 598 Limited on 18th November 1988 and pursuant to a Special Resolution in writing dated 31st October 1988.

Higgs and Hill PLC (or any other company with which that company may for the time being be amalgamated or to or from which all or part of the business of that company may be or may have been transferred) (hereinafter called "the Principal Employer") or of any associated company of or any company controlled by the Principal Employer, or for the relations, dependants or connections of any such persons

- (B) To act in, perform and carry out all the duties, and to exercise all the powers, authorities and discretions of or incidental to or arising out of all trusteeships from time to time held by or vested in the Company
- (C) To undertake and discharge the office of nominee for the trustee or trustees for the time being of all or any of the schemes, funds, trusts or associations mentioned in the preceding sub-clause
- (D) To accept and undertake any appointment whether as nominee or trustee either gratuitously or otherwise
- (E) To subscribe for, purchase or otherwise acquire and to hold, dispose of, and deal in securities of any Government, State, corporation, company or body whatsoever whether registered, domiciled or carrying on in business in the United Kingdom or in any other part of the world, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof

- (F) To invest all money in the hands of the Company in or upon such investments, securities or property as may be thought fit
- (G) To borrow or raise or secure the payment of money and to secure or discharge any debt or obligation of or binding on the Company in such manner as the Company shall think fit, and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) of the Company or by the creation and issue of securities and to purchase, redeem or pay off any such mortgages, charges or securities
- (H) Generally to acquire and hold and to deal with, sell, exchange, mortgage, charge or otherwise dispose of, manage, develop and turn to account real and personal property of all kinds whatsoever and any interest therein
- (I) To enter into (whether with or without consideration therefor) any guarantee, contract of indemnity or suretyship
- (J) To draw, accept, make, endorse, issue and negotiate cheques, bills of exchange, promissory notes and other instruments and securities
- (K) To procure the Company to be registered or recognised in any country or place, and to obtain any provisional order or Act of