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COMPANIES FORM No. 12

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

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

To the Registrar of Companies

For official use

For official use

[] [] [] []

2451616

Name of company

* SOONERSTILL LIMITED

* insert full
name of Company

I, DAVID MARRIOT COOPER

of 80/82 Grays Inn Road

London WC1

† delete as
appropriate

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 BIRD & BIRD

2 Gray's Inn Square

London WC1

Declarant to sign below

the 4th day of December

One thousand nine hundred and 89

before me Joanna Sims

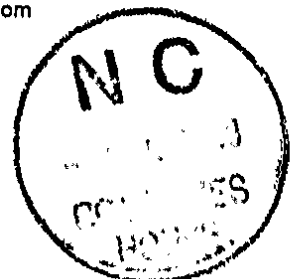
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

For official Use

New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

Companies G12

4-86 B/HAM.
5017172

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

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 8)

For official use

Name of company

* Insert full name
of company* **SCONERSTILL LIMITED**

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

**80/82 GRAYS INN ROAD,
LONDON W.C.1.**

Postcode

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**MARRIOTS****80/82 GRAYS INN ROAD
LONDON WC1X 8NH**

Postcode

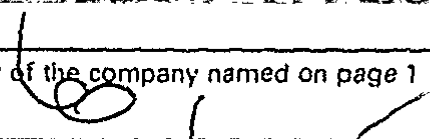
Number of continuation sheets attached (see note 1)

Presenter's name address and
reference (if any):**MARRIOTS
80/82 GRAYS INN ROAD
LONDON WC1X 8NH**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) DAVID MARRIOT COOPER		Business occupation COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality
Address (note 4) 80/82 GRAYS INN ROAD, LONDON		BRITISH
Postcode WCLX 8NH		Date of birth (where applicable) (note 6)
Other directorships † MARRIOTS U.K. COMPANY REPORTS LIMITED MARRIOTS '1992' LIMITED		
I consent to act as director of the company named on page 1		
Signature 		Date 16/11/89

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

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

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

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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)	
SANDRA WOOD	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
80/82 GRAYS INN ROAD LONDON	
Postcode	WC1X 8NH
I consent to act as secretary of the company named on page 1	
Signature	Sandra Wood
Date	16/11/89

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
16/11/89	16/11/89

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

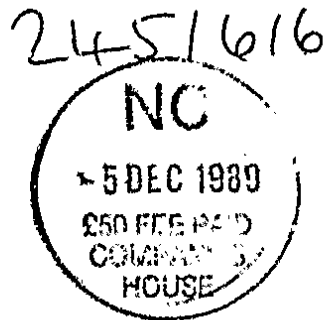
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF SOONERSTILL LIMITED



1. The name of the Company is SOONERSTILL 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 the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, manufacturing, personal and household use and consumption, recreation and amusement.
 - (2) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services and travel.
 - (3) To carry on all or any of the following businesses; proprietors of shops, warehouses, workshops and factories of all kinds, hotels, cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, management consultants, draftsmen, interior design artists, computer dealers and retailers, wine and spirit merchants, licensed victuallers, bankers, financial agents and brokers, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, film and record producers, theatrical agents, chemists grocers, greengrocers, tobacconists, confectioners, printers, stationers, garage proprietors, funeral directors and undertakers, bookmakers, caterers, consultants, estate agents, hairdressers, photographers, security contractors, and detective agents, confirmers, shipping agents, and haulage contractors.
 - (4) To carry on business as repairers and cleaners of any articles of commercial, manufacturing, personal and household use.

NW 3342
£640 P/13

- b) To carry on other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire surrender, license and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effect, develop or otherwise deal with and adapt the same to the advantage of the Company.
- d) To apply for, purchase or otherwise acquire any letters patent, brevets d'invention, licenses, concessions, inventions and secret processes, and to use, exercise, sell, assign, develop or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- f) To invest the money of the Company in any manner that the Company may think fit.
- g) To enter into partnership or into any arrangement with or to make any agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- h) To sell or otherwise dispose of the whole or any part of the undertaking of the Company for cash, shares, debentures or for any other consideration as the Company may think fit.
- i). To purchase, or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition.
- j) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of obligations and contracts by any persons or companies.
- k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock,

or other securities.

- l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, warrants and negotiable instruments of all kinds.
- m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purposes or objects.
- o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the company.
- s) To do all such things in any part of the world either as principal or agents and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.


4. The liability of the members is limited.

5. The Share Capital of the Company is £100.00 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 AND ADDRESSES
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER


DAVID MARRIOT COOPER
80/82 GRAYS INN ROAD
LONDON W.C.1.

COMPANY DIRECTOR

ONE

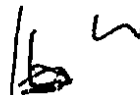
SANDRA WOOD
80/82 GRAYS INN ROAD
LONDON W.C.1.

SECRETARY



ONE

DATED this

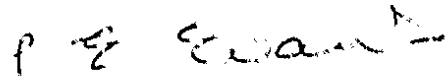


day of

November 1989

WITNESS to the above signatures:-

PAMELA ELIZABETH EVANS
80/82 GRAYS INN ROAD
LONDON W.C.1.



COMPANY SEARCH CLERK

THE COMPANIES ACT 1985

Company Limited By Shares

A R T I C L E S O F A S S O C I A T I O N

OF SOONERSTILL LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company.
2. The following Regulations of Table A shall not apply to the Company, namely Regulations 3, 24, 41, 46, 48, 58, 62, 64, 67, 73, 74, 75, 94, 95, 96 and 97.
3. Regulation 1 of Table A shall apply to the interpretation of these Articles as it applies to the interpretation of Table A.

PRIVATE COMPANY

4. The Company is a private company and accordingly the Company shall not offer any shares in or debentures of the Company to the public or allot or agree to allot any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3) 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes, of the Act.

SHARES

5. The share capital of the Company is £100.00 divided into shares of £1.00 each.
6. (1) The Directors shall have control over and may allot, grant options over, offer or otherwise deal with or dispose of all unissued shares of the Company, whether forming part of the original or any increased capital, to such persons

including any Directors of the Company, at such times, for such consideration and upon such terms and conditions as they may determine.

(2) The Directors are hereby generally and unconditionally authorised, unless and until such authority is previously revoked, renewed or varied for a period of five years from the date of incorporation of the Company

(a) To allot relevant securities as defined in Section 80 of the Act being unissued shares of the Company forming part of its original capital;

(b) To make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority.

7. Sections 89 (1), 90(1) to (5) and 90(6) of the Act shall not apply to the allotment of equity securities as defined in section 94 of the Act.

REDEMPTION OF SHARES

8. Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, on such terms and in such manner as shall be specified by Special Resolution before the issue thereof.

LIEN

9. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not standing registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint registered holders.

TRANSFER OF SHARES

10. The transferor shall be deemed to remain the holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof.

11. (1) The Directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of any share, other than a transfer to an authorised person as hereinafter defined, whether or not it is fully paid.

(2) Subject to sub-paragraph (12) below any share may be transferred by the person entitled to transfer the same to an authorised person.

- (3) A Member (referred to in this Article as "the Transferor") desiring to transfer any shares otherwise than to an authorised person shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question (referred to in this Articles as "the transfer notice").
- (4) The transfer notice shall constitute the Directors as agents of the Transferor for the sale of the shares included in the transfer notice at the prescribed price (as hereinafter defined) and on the terms hereinafter set out.
- (5) The prescribed price shall be such price per share as shall be agreed between the Transferor and the Directors or in default of agreement as shall be fixed by the Auditors for the time being of the Company as the fair value thereof, and the cost of the said valuation by the Auditors shall be borne by the Company.
- (6) The Directors shall offer the shares included in the transfer notice to the members of the Company (other than the Transferor) at the prescribed price, and such offer shall be expressed to be open for acceptance for a period of not more than 28 days.
- (7) In the event of competition the shares so offered shall be sold to the members accepting the offer in such proportions (or as nearly as may be and without increasing the number sold to a member beyond the number applied for by him) as their existing holdings bear to the issued share capital of the Company.
- (8) The Transferor shall be bound upon receipt of the prescribed price to transfer to each member who has accepted the said offer such number of shares included in the transfer notice as such member shall have so accepted.
- (9) Where a Transferor fails or refuses so to transfer any shares within 28 days after having become bound so to do the Directors may authorise some person to execute on behalf of and as attorney for the Transferor any necessary transfers and may receive the purchase money therefor in trust for the Transferor; and in any such case the receipt of the Company shall be a good discharge to the purchaser who shall not be bound to see to the application thereof.
- (10) If, at the expiry of the time prescribed for the acceptance of offers under (6) above, any shares

included in the transfer notice have not been accepted for purchase by the members or any of them on the terms set out in (6) to (9) above inclusive the Transferor shall be at liberty to dispose of so many of such shares as have not been so accepted for purchase in any manner he may think fit within 3 months from the expiry of the said time prescribed under (6) above.

- (11) For the purposes of this Article an "authorised person" shall mean an existing member of the Company, the spouse, descendant, parent, brother or sister of an existing Member, the personal representatives, the legatee or next of kin of a deceased Member, or the trustee or trustees of the Will of or of any settlement created by a Member.
- (12) The Directors may refuse to register the transfer of any share
 - (a) which is not fully paid or
 - (b) on which the Company has a lien

NUMBER OF DIRECTORS

- 12. (1) The number of Directors shall not be more than seven but need not exceed one
- (2) If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A.

ALTERNATIVE DIRECTORS

- 13. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

POWERS OF DIRECTORS

- 14. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking, assets and property of the Company including the uncalled capital or any part thereof, and 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.

RETIREMENT OF DIRECTORS

- 15. The provision for the retirement of Directors by rotation contained in Regulations 73, 74 and 75 of Table A shall not apply to the Company, and accordingly the following Regulations of Table A shall be modified in their application to the Company in the following respects:

- (a) the words "other than a director retiring by rotation" shall be omitted from Regulation 76;
 - (b) the words ("other than a director retiring by rotation at the meeting") shall be omitted from Regulation 77;
 - (c) the words "and may also determine the rotation in which any additional directors are to retire" shall be omitted from Regulation 78;
 - (d) the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" shall be omitted from Regulation 79;
 - (e) the words "A Managing director and a director holding any other executive office shall not be subject to retirement by rotation" shall be omitted from Regulation 84.
16. The notice to the Company by which a Director resigns his office shall be in writing and Regulation 81 of Table A shall be modified accordingly in its application to the Company.

DIRECTORS' APPOINTMENTS AND INTERESTS

17. A director may vote in respect of and may be counted in the quorum at any meeting of Directors at which there is considered any appointment, agreement, arrangement or transaction of the nature specified in Regulations 84 and 85 of Table A to which he is a party or in which he is otherwise interested.
18. Any director may act by himself or by his firm in a professional capacity for the Company and he or his firm shall, subject to the Acts, Table A and these Articles, be entitled to remuneration for such services.

PROCEEDINGS OF DIRECTORS

19. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company.
20. For the purposes of Regulation 93 of Table A the consent of a Director or an alternate Director to a resolution may also be given by giving notice of his approval to the Company by letter telex cable or other similar means.

INDEMNITY

21. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such

person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses losses or liabilities incurred by him as agents of the Company or for the Company's benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

60
DAVID MARRIOT COOPER
80/82 GRAYS INN ROAD
LONDON W.C.1.

COMPANY DIRECTOR

SANDRA WOOD
80/82 GRAYS INN ROAD
LONDON W.C.1.

SECRETARY

Sandra Wood

Dated this

16th

day of

November 1989

WITNESS to the above Signatures:-

PAMELA ELIZABETH EVANS
80/82 GRAYS INN ROAD
LONDON W.C.1.

P. E. Evans

COMPANY SEARCH CLERK

FILE COPY



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

No. 2451616

I hereby certify that

SOONERSTILL 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 12 DECEMBER 1989

Davidson
Davidson (Mrs)

an authorised officer

DORMANT COMPANY RESOLUTION

COMPANY NO 2451616

THE COMPANIES ACT 1985, SECTION 252.

SPECIAL RESOLUTION OF

SOONERSTILL LIMITED.

At a General Meeting of the aboved-named company held on the 28th September 1991 the following special resolution was duly passed.

The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

Signed.....

Director.

Date...17th.October.1991..

DORMANT COMPANY RESOLUTION

COMPANY No. 2451616

THE COMPANIES ACT 1985, SECTION 252 SPECIAL RESOLUTION OF

SOONESTILL

LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,
HELD ON THE 22nd DAY OF DECEMBER 19 91

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

~~EITHER~~

The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.

OR

The accounts of the company for the financial year ending _____ having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.

SIGNED


~~Director or Secretary of company~~

DATE

22/12/91

DORMANT COMPANY RESOLUTION.

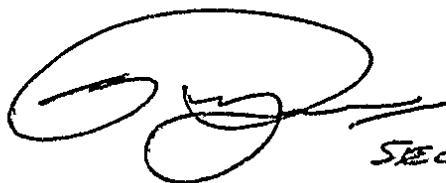
COMPANY No. 2451616.

THE COMPANIES ACT 1985, SECTION 252.
SPECIAL RESOLUTION OF
SOONERSTILL LIMITED.

AT A GENERAL MEETING OF THE
ABOVE NAMED COMPANY HELD ON
THE 24TH DAY OF DECEMBER 1992
THE FOLLOWING RESOLUTION WAS
DULY PASSED.

THE COMPANY HAVING BEEN DORMANT
SINCE ITS FORMATION AND NO ACCOUNTS
HAVING BEEN Laid BEFORE IT IN
GENERAL MEETING, RESOLVES TO MAKE
ITSELF EXEMPT FROM THE PROVISIONS OF
PART VII OF THE COMPANIES ACT 1985
(AS AMENDED BY S.14 OF THE COMPANIES
ACT 1989) RELATING TO THE AUDIT OF
ACCOUNTS.

SIGNED.



N.J. SYMES.

SECRETARY OF COMPANY.

24TH DEC. 1992.

COMPANY NO: 952622
The Companies Act 1985

Company Limited by Shares

SPECIAL RESOLUTIONS

of

RION INVESTMENTS LIMITED

Passed the 1st day of December 1992

At an Extraordinary General Meeting of the Company duly convened and held at:

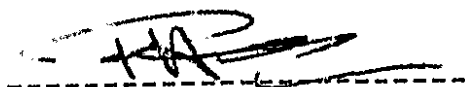
26/36 Wharfedale Road, London N1

the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company, viz:

RESOLUTION

That Clause 3A of the Memorandum of Association of the Company be renumbered 3 (a) (ii) and the following paragraph be added to the clause :-

- 3 (a) (i) To purchase or otherwise acquire, hold as investment and deal in shares, debentures, stocks, bonds, scrip, or other securities, businesses, policies of insurance patents, copyrights and such other property real or personal and rights and interest in property.



STANLEY HOUSE
30 DEC 1992
10
LM
CHAIRMAN

Dormant Company
Resolution

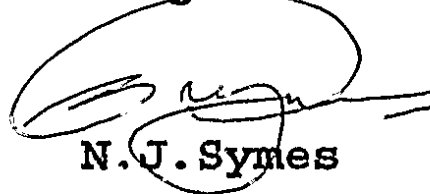
Company Number 2451616

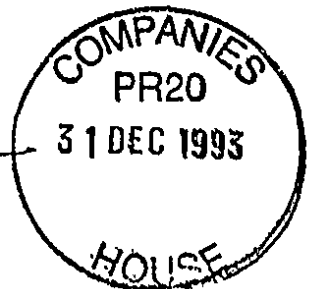
The Companies Act 1985 Section 252
Special Resolution of
Soonerstill Limited.

At a General Meeting of the above
named Company held on the 24th day of
December 1993 the following resolution
was duly passed.

The Company having been dormant since
its formation and no accounts having
been laid before it in general
meeting, resolves to make itself
exempt from the provisions of Part VII
of the Companies Act 1985 (as amended
by S.14 of the Companies Act 1989)
relating to the audit of accounts.

Signed


N.J. Symes



Secretary of Company 24th December
1993

Dormant Company Resolution

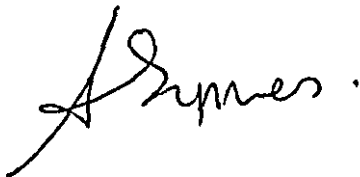
Company Number 2451616

The Companies Act 1985 Section 252
Special Resolution of
Soonerstill Limited.

At a General Meeting of the above named Company held on the 4th day of November 1994 the following resolution was duly passed.

The Company having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the provisions of Part V11 of the Companies Acc 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.

Signed



A. Symes

Director of Company on 4.11.94

