

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

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

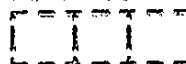
* insert full
name of Company

delete as
appropriate

To the Registrar of Companies

For official use

For official use



Name of company

* ABILITIES LIMITED

I, JOHN RICHARD WILCOX signing on behalf

of NOMINEE SECRETARIES LTD

197-199 City Road,

London EC1V 1JN

do solemnly and sincerely declare that I am a ~~(Sole Director 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 197-199 City Road,
London EC1V 1JN

Declarant to sign below

the 23rd day of APRIL

One thousand nine hundred and ninety

before me W. M. Matthews

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

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

STL AGENCY
197-199 City Road
London EC1V 1JN

01 - 251 4001

For official Use

New Companies Section

Post room

G**10****Statement of first directors
and secretary and intended
situation of registered office**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 lettering

To the Registrar of Companies

For official use

Name of company

* Insert full name
of company

* ABILITIES LIMITED

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

197-199 CITY ROAD, LONDON	
Postcode	EC1V 1JN

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

STL AGENCY, 197-199 City Road, London EC1V 1JN	
VIA THE LONDON COUNTER	
Postcode	

Number of continuation sheets attached (see note 1)

Presenter's name address and
reference (if any):STL AGENCY
197-199 City Road
London EC1V 1JN

01 - 251 4001

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:

Name (note 3)		Business occupation
NOMINEE DIRECTORS LTD		Limited Company
Previous name(s) (note 3) NONE		Nationality
Address (note 4) 197-199 City Road, London		UK Registered
		Date of birth (where applicable)
	Postcode EC1V 1JN	(note 6)
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature (Authorised signatory)		Date 30/4/90

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)	
NOMINEE SECRETARIES LTD	
Previous name(s) (note 3) None	
Address (notes 4 & 7) 197-199 CITY ROAD, LONDON	
	Postcode EC1 1JN
I consent to act as secretary of the company named on page 1	
Signature (authorised signatory)	Date 30/4/90

Signature of agent on behalf of subscribers	Date 30/4/90
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COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of "ABILITIES LIMITED"

1. The name of the Company is "ABILITIES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are the relief of poverty sickness and distress amongst persons suffering from disabilities within the United Kingdom whether or not resulting from Mental or Physical Handicap howsoever caused by promoting employment for such persons and in furtherance of the said objects but not otherwise the Company shall have the following powers :-

13/100 p1
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- (1) To cause to be written and printed or otherwise reproduced and circulated gratuitously or otherwise periodicals magazines books leaflets or other documents or films or recorded tapes
- (2) To hold exhibitions meetings lectures classes seminars and courses either alone or with others
- (3) To foster and undertakes research into any aspects of the objects of the Company and its work and to disseminate the results of any such research
- (4) To co-operate with and enter into any arrangements with any authorities national local or otherwise
- (5) To accept subscriptions donations devises and bequests of and to purchase take on lease or in exchange hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell lease or otherwise dispose of or mortgage any such real or personal estate
- (6) To issue appeals hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations subscriptions or otherwise
- (7) To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts
- (8) To borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the company shall not undertake any permanent trading activities in raising funds for the objects of the company
- (9) To take and accept any gift of money property or other assets whether subject to any special trust or not for any one or more

of the objects of the Company

- (10) To invest the money of the Company not immediately required for its objects in or on such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as provided below
- (11) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company
- (12) To establish and support any charitable associations or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company
- (13) To employ and pay any person or persons to supervise organise or carry on the work of and advise the Company
- (14) To insure and arrange insurance cover for and to indemnify its officers servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit
- (15) Subject to the provisions of Clause 4 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants
- (16) To amalgamate with any Company institutions societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this memorandum of association
- (17) 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

- (18) To establish when necessary local branches (whether autonomous or not) .
- (19) To do all such other lawful things as shall further the above objects or any of them

Provided that :-

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members of the Committee of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of the Committee have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justices or the Charity Commissioners over such members of the Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Company and save as hereinafter provided no Members of the committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent payment in good faith by the Company :-

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Company not being a Member of the committee for any services rendered to the Company;
- (b) of interest on money lent by any Member of the Company or of the committee at a rate per annum not exceeding 2 per cent less than the base rate of a clearing bank to be selected by its Directors or 3 per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any Member of the Company or its committee;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the committee may be a Member holding not more than 100th part of the capital of that company;
- (e) to any Member of its committee of reasonable cut-of-pocket expenses; and
- (f) of usual professional charges to a Member of the committee being a solicitor or other person engaged in any profession for professional services undertaken by him or his firm on behalf of the Company when instructed so to act in that capacity by his Co-Directors.

5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other charitable institution or institutions to serve such other institution or institutions, having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of Memorandum of Association.

NAMES AND ADDRESSES OF SUBSCRIBERS

For and on behalf of
NOMINEE DIRECTORS LTD,
197-199 City Road,
London EC1V 1JN



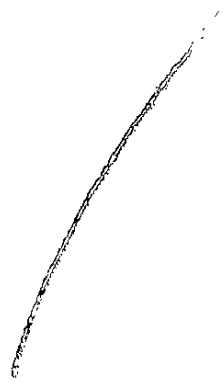
For and on behalf of
NOMINEE SECRETARIES LTD,
197-199 City Road,
London EC1V 1JN



Dated this 30th day of April, 1990.

WITNESS to the above signatures :-

ELVINA LEIGERWOOD,
197-199 City Road,
London EC1V 1JN



COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of ABILITIES LIMITED

INTERPRETATION

1. In these Articles :-

"The Act" means the Companies Act 1985

"the Seal" means the Common Seal of the Company

"Secretary" means any person appointed to perform the
duties of the Secretary of the Company

"the United Kingdom" means Great Britain and Northern
Ireland

"Committee" means the management committee of the Company

Expressions referring to writing shall unless the
contrary intention appears to be construed as including
references to printing lithography photography and other

modes of representing or reproducing words in a visible form

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these Articles became binding on the Company

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association

MEMBERS

3. (a) The members of the Company shall consist of :
- (1) the number of members with which the Company proposes to be registered is twenty but the committee may from time to time register an increase of members
 - (2) the subscribers to the Memorandum of Association of the Company and
 - (3) such other persons as the committee shall admit to membership shall be members of the Company

(b) No corporation or unincorporated association shall be eligible for membership nor shall two or more persons be entitled to joint membership but if any such corporation or association approved by the committee shall be interested in furthering the objects of the Company it may nominate one member thereof as its representative who may apply for membership
PROVIDED THAT

- (1) save as provided by sub-paragraph (2) the Company shall not be bound by or be compelled to recognise (even when

having notice thereof) any right between such corporation or association and the member in respect of such membership.

(2) the corporation or unincorporated association shall have the right at any time and from time to time by notice in writing to the committee to remove a representative and to nominate some other person approved by the committee in his place.

(c) No person shall be admitted a member of the Company unless he is approved by the committee.

(d) Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the committee require executed by him.

(e) The committee shall have power to elect as associates of the Company upon such terms and subject to such regulations as the directors may from time to time deem advisable any person who supports the aims of the Company but an associate shall not be a member of the Company within the meaning of the Act and shall not be entitled to attend (save by invitation) any general meeting and when present at a general meeting by invitation he shall not be entitled to vote thereat. An associate shall not have any liability by way of guarantee under Clause 6 of the Memorandum of Association and an associate may be removed by the committee from association with the Company at any time.

4. An application for membership may be approved or rejected by the committee. The committee shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made

5. Unless the committee of the Company in general meeting shall make other provisions pursuant to the powers contained in Article 21

the committee may in its absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three

GENERAL MEETINGS

6. (a) The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the committee shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings;

(b) The committee, may whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the committee to form a quorum, any members of the committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the committee.

NOTICE OF GENERAL MEETINGS

7. (a) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or

deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

- (i) in the case of the Annual General Meeting by all members entitled to attend and vote and
 - (ii) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. The business to be transacted at an annual general meeting shall include the consideration of the accounts balance sheets and the reports of the Committee and Auditors the election of members of the Committee in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors

9. No business shall be transacted at any meeting unless a quorum of not less than 8 members or one-tenth of the members whichever is the greater is present at the commencement of such business.

10. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place and if at such adjourned meeting a quorum is not present the members present shall be a quorum.

11. The chairman if any of the Committee shall chair every general meeting of the Company or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Committee present shall elect one of their number to chair the meeting.

12. If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to chair the meeting.

13. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;

14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the chairman; or

(b) by a least two members present;

(c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

15. Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16. The demand for a poll may be withdrawn.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more

documents in like form each signed by one or more members.

VOTES OF MEMBERS

20. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

COMMITTEE OF MANAGEMENT

21. The maximum and minimum number of Committee members shall be determined by the Company in general meeting but unless and until so fixed there shall be no maximum number and the minimum number of Committee members shall be three

22. The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or general meetings of the Company or in connection with the business of the Company

BORROWING POWERS

23. The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge the whole or any part of its undertaking and property and to issue debentures stock and other securities whether outright or as security for any debt liability or obligation of the Company or any third party

ELECTION OF COMMITTEE MEMBERS

24. At the first and every subsequent annual general meeting of the Company all the Committee members shall retire from office

25. A retiring Committee member shall be eligible for re-election

26. The Company at the meeting at which a Committee member retires in the above manner may fill the vacated office by electing a person to it and in default the retiring Committee member shall if offering himself for re-election be deemed to have been re-elected unless at such meeting it is expressly resolved to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost

27. No person other than a Committee member retiring at the meeting shall unless recommended by the Committee be eligible for election to the Committee at any general meeting unless not less than three nor more than twenty one days before the date set for the meeting there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected

28. The Company may from time to time by ordinary resolution increase or reduce the number of Committee members

29. The Committee may have power at any time to appoint any person to be a Committee members either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles Any Committee member so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election

30. The Company may by ordinary resolution of which special notice has been given in accordance with Section 303 of the Act remove any Committee member before the expiration of his period of office

notwithstanding anything in these articles or in any agreement between the Company and such member of the Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article .

POWERS AND DUTIES OF THE COMMITTEE

31. The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made

32. All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be in such manner as the Committee shall from time to time determine

33. The Committee shall cause minutes to be made:

- (a) of all appointments of officers made by the Committee;
- (b) of the names of the Committee members present at each Committee meeting;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Committee.

DISQUALIFICATION OF COMMITTEE MEMBERS

34. The office of Committee members shall be vacated if the member:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (b) becomes prohibited from being a Committee member by reason of any order made under Section 295 of the Act; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his office by written notice to the Company; or
- (e) is directly or indirectly interest in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.

35. A committee member shall not vote in respect of any contract in which he is interest or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

PROCEEDINGS OF THE COMMITTEE

36. The Committee members may meet together for the dispatch of business adjourned and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Committee member may and the Secretary at the request of a Committee members shall at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.

37. A quorum necessary for the transaction of business of the Committee may be fixed by the Committee and unless so fixed shall be one third of the membership of the Committee subject to a minimum of three.

38. The Committee may act notwithstanding any vacancy in its body but if and so long as its number is reduced below the number fixed by

or pursuant to the Articles of the Company as the necessary quorum of members the Committee may act for the purpose of increasing the number of members to that number or of summoning a general meeting of the Company but for no other purpose

39. The Committee may elect a chairman of its meetings and determine the period for which he is to hold office but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the Committee members shall choose one of their number to chair the meeting

40. The Committee may delegate any of its powers to sub-committee consisting of such committee members and such other persons as it thinks fit provided that the number of such other persons does not exceed a minority of the quorum for meetings of the sub-committees Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable

41. The sub-committee may elect a chairman at its meetings; if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to chair the meeting

42. The sub-committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of equality of votes the chairman shall have a second or casting vote

43. All acts done by any meeting of the Committee or of any sub-committee or by any person acting as a Committee member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or person acting as a member

or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Committee member

44. A resolution in writing signed by all Committee members entitled to receive notice of a Committee meeting shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held and may consist of several documents in like form each signed by one or more Committee members

SECRETARY

45. Subject to Section 293 of the Act the Secretary shall be appointed by the Committee for such term at such remuneration and on such conditions as the Committee may think fit; and any Secretary so appointed may be removed by it provided that no Committee members may occupy the salaried position of Secretary

46. A provision of the Act for these articles requiring or authorising a thing to be done by or to a Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as or in place of the Secretary

THE SEAL

47. The Directors shall provide for the safe custody of the seal, which shall be used only by the authority of the Directors or of a sub-committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

48. (a) The Committee shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act;
- (b) The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Committee think fit, and shall always be open to the inspection of the officers of the Company;
- (c) The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Committee members and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in general meeting;
- (d) The Committee shall from time to time in accordance with Sections 238 to 242 of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections;
- (e) A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, and the Committee's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

49. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 392 of the Act.

NOTICES

50. (a) A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of forty eight hours after the envelope containing it was posted.

(b) Notice of every general meeting shall be given in any manner authorised by these articles to:

(i) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(ii) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

(iii) the auditor for the time being of the Company; and

(iv) each Committee member.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

51. Subject to the provisions of the Act and of the Memorandum of Association every Committee member, the Auditor and every other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISSOLUTION

52. Upon the winding up of the Company the provision of Clause 7 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein.

HEADINGS

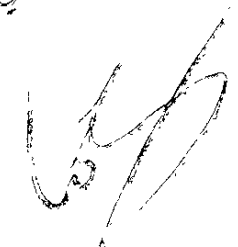
53. The headings of these articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same

NAMES AND ADDRESSES OF SUBSCRIBERS

For and on behalf of
NOMINEE DIRECTORS LTD,
197-199 CITY ROAD,
LONDON EC1V 1JN



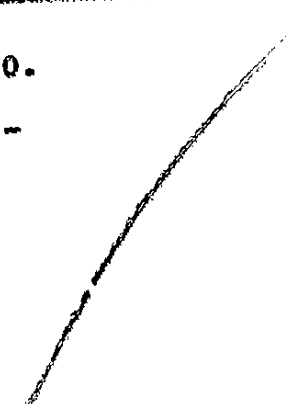
For and on behalf of
NOMINEE SECRETARIES LTD,
197-199 CITY ROAD,
LONDON EC1V 1JN.



Dated this 30th day of April, 1990.

WITNESS to the above signatures :-

ELVINA LEIGERTWOOD,
197-199 CITY ROAD,
LONDON EC1V 1JN





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

No. 2500964

I hereby certify that

ABILITIES 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 10 MAY 1990**


P. BEVAN

an authorised officer