

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

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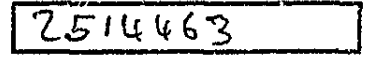
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

* 588TH SHELF TRADING COMPANY LIMITED

I, JULIE DAWN MILLER

of 21 HOLBORN VIADUCT

LONDON EC1A 2DY

* insert full
name of Company

† 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 12 Marina Avenue

Motspur Park, New Malden

Surrey KT3 6ND

the Fifth day of June

One thousand nine hundred and ninety

before me Declan Power

Declarant to sign below

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):

Lovell White Durrant
21 Holborn Viaduct
London EC1A 2DY

C1/SSG

For official Use
New Companies Section

Post room



**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

* insert full name
of company

Name of company

* 588TH SHELF TRADING COMPANY LIMITED

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

21 HOLBORN VIADUCT

LONDON

Postcode EC1A 2DY

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

LOVELL WHITE DURRANT

21 HOLBORN VIADUCT

LONDON

Postcode EC1A 2DY

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):Lovell White Durrant
21 Holborn Viaduct
London EC1A 2DY

C1/SSG

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) LOVITING LIMITED		Business occupation COMPANY LIMITED BY SHARES	
Previous name(s) (note 3) NONE		Nationality REGISTERED IN ENGLAND	
Address (note 4) 21 HOLBORN VIADUCT		Date of birth (where applicable)	
LONDON		(note 6) N/A	
Postcode	EC1A 2DY		
Other directorships † M.P.H. (AMERSHAM MOTORS) LIMITED (dissolved 15.10.85)			
R.J.W. HAZELL (HOLDINGS) LIMITED (dissolved 7.10.85)			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 1 June 90.	

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

Name (note 3) SERJEANTS' INN NOMINEES LIMITED		Business occupation COMPANY LIMITED BY SHARES	
Previous name(s) (note 3) NONE		Nationality REGISTERED IN ENGLAND	
Address (note 4) 21 HOLBORN VIADUCT		Date of birth (where applicable)	
LONDON		(note 6) N/A	
Postcode	EC1A 2DY		
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 1 June 90.	

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

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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)		SISEC LIMITED	
Previous name(s) (note 3)		NONE	
Address (notes 4 & 7)		21 HOLBORN VIADUCT	
		LONDON	
		Postcode	EC1A 2DY
I consent to act as secretary of the company named on page 1			
Signature		By..... DIRECTOR	Date 1.6.90

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

Doreen White Durrant		Date 1 June 1990
Signature of agent on behalf of subscribers		

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

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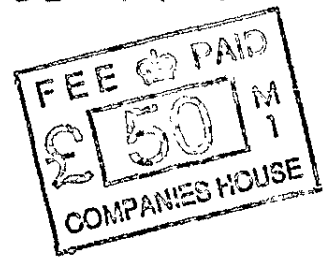
THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

588TH SHELF TRADING COMPANY LIMITED

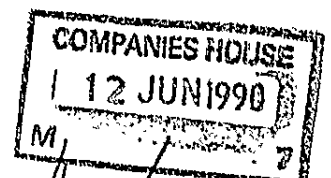


1. The company's name is 588TH SHELF TRADING COMPANY LIMITED.

2. The company's registered office is to be situated in England and Wales.

3. The company's objects are:-

- (a) To carry on all or any of the businesses of, and to carry out any of the operations performed (whether on the Company's account or otherwise) by traders, merchants, agents, importers, exporters, shippers, advertisers, distributors, owners, hirers, operators, letters on hire, manufacturers, and dealers, of and in goods,



BB/50/001025

wares, products, stores, commodities, consumable articles, merchandise, chattels and effects of all kinds; to carry on all or any of the businesses of providing services of all kinds, and acting as consultants, advisers, specialists, financiers and capitalists; and to participate in, undertake, perform and carry out all kinds of commercial, industrial, trading and financial operations and enterprises;

- (b) To carry on the business of merchants and traders generally and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds;
- (c) To invest and deal with the moneys of the company in or upon investments or securities of any nature (whether as principal or agent) and generally to acquire, hold, deal in and otherwise dispose of investments and other securities;
- (d) To carry on any other business or activity, whether trading, manufacturing, investing or otherwise;

- (e) To purchase, take on lease or in exchange, hire or otherwise acquire, hold deal in and otherwise dispose of all or any estate or interest in or over any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property (whether tangible or intangible) of any kind;
- (f) To receive money on deposit or loan from any person, firm or company;
- (g) To make advances to any person, firm or company with or without security;
- (h) To guarantee, support or secure, whether by direct obligation or 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 issuing any security of the company by way of mortgage, or by any one or more or all of such methods or by any other method, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any

person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the company in business or through shareholdings;

- (i) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, or any persons in whose welfare the company or any such other company as aforesaid is

or has been at any time interested, and the wives, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards policies of assurance on the lives of any such persons and policies of insurance of or in respect of any such persons as aforesaid (including insurance against their negligence) and to pay, subscribe or guarantee money to or for any charitable or benevolent objects or for any exhibition or for any political, public, general or useful object, and to do any of the above things, either alone or in conjunction with any such other company as aforesaid;

- (j) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm, or company and to subsidise or otherwise assist any person, firm or company;

- (k) To establish or promote or concur in establishing or promoting any other company and to guarantee the payment of the dividends, interest or capital of any shares, stock or other securities issued by or any other obligations of any such company;
- (l) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company;
- (m) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company including without limitation, any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature;
- (n) 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;

- (o) To make known the businesses or any of them or the products or any of them of the company or the businesses or products of any other person firm or company, in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication in books and periodicals, and by granting prizes, rewards and donations, and by carrying on and conducting prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the said businesses or any of them may be promoted or developed, or whereby the said products may be advertised and made known;
- (p) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, of any country, and to obtain from any such government or authority all legislation, orders, rights, concessions and privileges that may seem requisite;

- (q) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the company's business or businesses;
- (r) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company, and to issue in cash at par or at a premium or discount, or for any other consideration, debentures, mortgage debentures or debenture stock or other similar securities, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance;
- (s) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (t) To pay or otherwise give consideration for any property or rights acquired by the company in any manner whatsoever and in particular but without limitation in cash or fully or partly paid-up shares, with or without preferred or deferred or

guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another;

- (u) To accept payment or other consideration for any property or rights sold or otherwise disposed of or dealt with by the company in any manner whatsoever and in particular but without limitation in cash, whether by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (v) To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding-up

or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;

- (w) To pay out of the funds of the company all expenses which the company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or under-writing shares, debentures or debenture stock, and to apply at the cost of the company to Parliament for any extension of the company's objects and powers;
- (x) 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 or otherwise; and

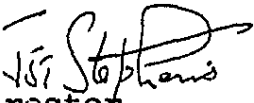

(y) To do all such other things as are in the opinion of the company incidental or conducive to the above objects or any of them.

The objects specified in each of the paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by the terms of any other paragraph and shall be construed as separate, distinct and independent objects capable of being performed and carried out separately, distinctly and independently of each other.

4. The liability of the members is limited.

5. The company's share capital is £100 divided into 100 shares of £1 each.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
1.  Director for and on behalf of LOVITING LIMITED Registered Office 21 Holborn Viaduct London EC1A 2DY A Company limited by shares	One
2.  Director for and on behalf of SERJEANTS' INN NOMINEES LIMITED Registered Office 21 Holborn Viaduct London EC1A 2DY A Company limited by shares	One
Total shares taken	Two

Dated *1st June* 1990

WITNESS to the above signatures,

21 Holborn Viaduct
London EC1A 2DY

Freya Giffman
(ARTICLED CLERK)

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

588TH SHELF TRADING COMPANY LIMITED

REGULATIONS OF THE COMPANY

1. The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 and in force on 1st August 1985).

2. Regulations 8, 24, 54, 60-62 (inclusive), 65-69 (inclusive), 73-80 (inclusive), 87, 90, 100 and 118 in Table A do not apply to the company.

SHARE CAPITAL

3. The share capital of the company is £100 divided into 100 shares of £1 each.

4. (1) Subject to the provisions of paragraph (2) of this Article the directors are hereby authorised to exercise the powers of the company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the company for the time being unissued to such persons (including any directors) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the company in general meeting and to the terms on which any shares are created or issued and provided that no shares shall be issued at a discount contrary to the Act. Section 89(1) of the Act is hereby excluded.

(2) The directors may not in the exercise of the authority conferred on them by paragraph (1) of this Article allot relevant securities if

- (a) the amount of such allotment, added to the amount of relevant securities previously allotted pursuant to such authority, would exceed £98; or

(b) a period of five years has elapsed from the date of incorporation of the company and the allotment is not made pursuant to an offer or agreement made by the company during such period.

(3) The authority of the directors conferred on them by paragraph (1) of this Article to allot relevant securities may be varied revoked or renewed by ordinary resolution of the company in accordance with the provisions of the Act.

VARIATION OF RIGHTS

5. The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking pari passu therewith or subsequent thereto.

6. In Regulation 3 in Table A there shall be inserted after the words "provided by the articles" the following words, namely: "or by special resolution".

SHARE CERTIFICATES

7. In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the company".

LIEN

8. The company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

CALLS ON SHARES

9. The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

TRANSFER OF SHARES

10. The directors may, in their absolute discretion and without assigning any reason therefor, refuse to register the transfer of a share whether or not it is fully paid.

TRANSMISSION OF SHARES

11. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely: "provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

PROCEEDINGS AT GENERAL MEETINGS

12. In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely: "and if at the adjourned

meeting such a quorum is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum". .

13. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 46 in Table A shall be construed accordingly.

VOTES OF MEMBERS

14. Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the articles or otherwise, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by its duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder.

15. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or a facsimile copy of an appointment otherwise complying with the requirements of this Article) be executed by the appointor or his attorney duly authorised in writing or in such other form as the directors may approve. A proxy need not be a member of the company.

16. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall be invalid.

ALTERNATE DIRECTORS

17. (1) A director may by written notice signed by him (except in the case of an appointment by

telex or a facsimile copy of an appointment otherwise complying with the requirements of this Article) or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director. Any such appointment of a person who is not a director shall not be effective unless and until such appointment is approved (i) by a resolution of the directors, or (ii) by a majority of the directors attending for the purposes of the meeting at which the alternate director proposes to be present as such.

(2) Every alternate director shall (subject to his giving to the company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally present and generally at such meeting to exercise all the powers, rights, duties and authorities of the director appointing him. Every alternate director shall also be entitled, in the absence from the United Kingdom of the director appointing him, to sign on his behalf a resolution in writing of the directors.

(3) An alternate director shall neither be an officer of the company nor entitled to any remuneration from the company for acting as an alternate director.

(4) A director may by written notice signed by him (except in the case of a revocation by telex or a facsimile copy of a revocation otherwise complying with the requirements of this Article) and deposited or received at the office or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him.

(5) If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease.

DELEGATION OF DIRECTORS' POWERS

18. The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely: "and may also appoint to any such committee persons who are not directors provided that the

chairman and a majority of such committee shall be directors".

RETIREMENT, APPOINTMENT AND REMOVAL OF DIRECTORS

19. (1) A member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the company shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument which shall be in writing and shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be executed by the member or members making the same or by their duly authorised attorneys or in such other manner as the directors may approve, and shall take effect upon such appointment or removal being deposited or received at the office or otherwise communicated to the company at the office or being handed or otherwise communicated to the chairman of a meeting of the directors at which a quorum is present.

(2) Without prejudice to paragraph (1) of this Article the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

20. In Regulation 81 in Table A there shall be inserted

(a) after the word "company" in paragraph (d) the following words, namely: ", provided that such action shall be without prejudice to the terms of and to any rights of the company under any contract between the director and the company"; and

(b) after the word "period" in paragraph (e) the following words, namely: "and his alternate director, if any, shall not during that period have attended in his stead".

REMUNERATION OF DIRECTORS

21. The following sentence shall be added at the end of Regulation 82 in Table A, namely: "Any

director who serves on any committee, or who devotes special attention to the business of the company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the company's affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine".

DIRECTORS' APPOINTMENTS AND INTERESTS

22. In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely: "shall be subject to the same provisions as to resignation and removal as other directors of the company".

DIRECTORS' AND EMPLOYEES' GRATUITIES AND PENSIONS

23. The directors may:-

- (a) establish and maintain, or procure the establishment and maintenance of, any share

option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company, or is allied to or associated with the company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;

(b) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the company, or of any such other company as aforesaid, or of any such persons as aforesaid;

- (c) make payments for or towards policies of assurance on the lives of any such persons and policies of insurance of or in respect of any such persons (including insurance against their negligence) as aforesaid;
- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object; and
- (e) do any of the above things either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the company and to the payment being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument.

PROCEEDINGS OF DIRECTORS

24. In Regulation 88 in Table A there shall be substituted for the third sentence the following

sentences, namely: "All directors shall be given notice of every meeting of the directors provided that it shall not be necessary to give notice of a meeting to any director who is absent from the United Kingdom. Any director or alternate director may by notice to the company waive his right to receive notice of the meeting and the presence of any director or alternate director at the commencement of a meeting shall constitute such waiver by him".

25. The following words shall be substituted for the final sentence of Regulation 89 in Table A, namely: "A person who is the alternate director of more than one director shall be counted separately in respect of each of them who is not present, but no less than two individuals shall constitute a quorum".

26. In Regulation 93 in Table A there shall be inserted after the words "signed by" in the first line the following words, namely: "or on behalf of" and the words "entitled to receive notice of a meeting of directors or of a committee of directors" shall be deleted.

27. Subject to any requisite declaration of interest in accordance with the provisions of the Act

and (if applicable) Regulation 85 in Table A having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision.

28. In Regulation 97 in Table A:-

- (a) there shall be inserted after the words "the appointment" the following words, namely: "or the terms of appointment"; and
- (b) the following words shall be deleted, namely: "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely: "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment".

MINUTES

29. The directors shall cause minutes to be made in books kept for the purpose-

- (a) of all appointments of officers and alternate directors made by the directors; and
- (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, of the directors, and of committees of directors, including the names of the persons present at each such meeting.

THE SEAL

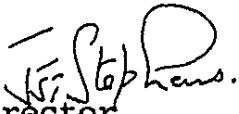
30. The company is authorised pursuant to Section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

INDEMNITY


31. Subject to the provisions of the Act, every director, other officer or auditor of the company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about

the execution of his duties to the company or otherwise
in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


Director
for and on behalf of
LOVITING LIMITED
Registered Office
21 Holborn Viaduct
London EC1A 2DY

A Company limited by shares

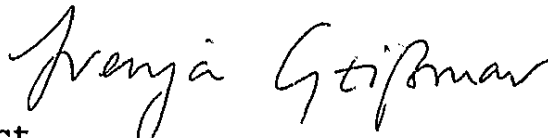

Director
for and on behalf of
SERJEANTS' INN NOMINEES LIMITED
Registered Office
21 Holborn Viaduct
London EC1A 2DY

A Company limited by shares

Dated 18 June 1990

WITNESS to the above signatures,

21 Holborn Viaduct
London EC1A 2DY


(ARTICLED CLERK)



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

No. 2514463

I hereby certify that

588TH SHELF TRADING COMPANY 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 22 JUNE 1990**

V J Kendrick
MRS V J KENDRICK

an authorised officer

G

COMPANIES FORM No. 224

224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2514463

Name of company

* 588th SHELF TRADING COMPANY LIMITED

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples

Day Month

3	1	1	2
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

SISEC LIMITED

† Delete as
appropriate

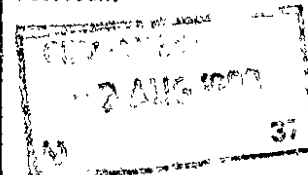
Signed By.....
DIRECTOR

[Director] [Secretary] † Date 31/7/90

Presenter's name address and
reference (if any):
Lovell White Durrant
65 Holborn Viaduct
London
EC1A 2DY
Ref: C1/JTY/HML

For official Use
General Section

Post room



LMY
13/8/90



Company No. 2514463

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- of -



588TH SHELF TRADING COMPANY LIMITED
(Passed 30th July 1990)

At an Extraordinary General Meeting of the above-named
Company duly convened and held on 30th July 1990 at 65
Holborn Viaduct, London EC1A 2DY the following
Resolution was passed as Special Resolution.

SPECIAL RESOLUTION

That the name of the Company be changed to
Arcona (West End) Limited.

Signed: 

CHAIRMAN OF THE MEETING



Barc £40
001590

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2514463

I hereby certify that

588TH SHELF TRADING COMPANY LIMITED

having by special resolution changed its name,
is now incorporated under the name of

ARCONA (WEST END) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 13 AUGUST 1990

F. A. Joseph

F. A. JOSEPH
an authorised officer

Company Number: 2514463

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
- of -
ARCONA (WEST END) LIMITED
("the Company")

The following Written Resolution of the above-named Company was duly passed on 12th September 1990 as an Elective Resolution.

ELECTIVE RESOLUTION LONDON CARDIFF
29 SEP 1990 - 1 OCT 1990

THAT:

- (i) in accordance with the provisions of ~~Section 252 of~~ the Companies Act 1985 ("the Act") (as replaced by Section 16 of the Companies Act 1989) the Company dispenses with the laying of accounts and reports before the Company in general meeting; and
- (ii) in accordance with the provisions of Section 366A of the Act, the Company dispenses with the holding of annual general meetings; and
- (iii) in accordance with the provisions of Section 386 of the Act (as replaced by Section 119 of the Companies Act 1989) the Company dispenses with the obligation to appoint auditors annually.

We hereby certify that the above Written Resolution was passed on 12th September 1990 and that a copy of the Written Resolution was sent to the Company's auditors on 17th September 1990.

The Company's auditors notified the Company on 18th September 1990, that in their opinion, Elective Resolutions (i) and (ii) do not concern them as auditors and Elective Resolution (iii) does concern them as auditors but need not be considered by the Company in general meeting.

Date: 27th September 1990

SISEC LIMITED

By.....
DIRECTOR

Signed

Company Secretary

2514463

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

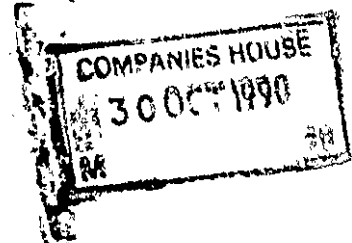
ALTERED
MEMORANDUM OF ASSOCIATION

OF

ARCONA (WEST END) LIMITED

- * 1. The company's name is ARCONA (WEST END) LIMITED.
2. The company's registered office is to be situated in England and Wales.
- ** 3. The company's objects are:-
- (a) To carry on all or any of the businesses of, and to carry out any of the operations performed (whether on the company's account or otherwise) by traders, merchants, agents, importers, exporters, shippers, advertisers, distributors, owners, hirers, operators, letters on hire, manufacturers, and dealers, of and in goods, wares, products, stores, commodities, consumable articles, merchandise, chattels and effects of all kinds; to carry on all or any of the businesses of providing services of all kinds, and acting as consultants, advisers, specialists, financiers and capitalists; and to participate in, undertake, perform and carry out all kinds of commercial, industrial, trading and financial operations and enterprises;
- (b) To carry on the business of merchants and traders generally and to buy, sell, hire, manufacture,

The name of the company was changed from 588th Shelf Trading Company Limited to Arcona (West End) Limited on 13th August 1990.



repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds;

- (c) To invest and deal with the moneys of the company in or upon investments or securities of any nature (whether as principal or agent) and generally to acquire, hold, deal in and otherwise dispose of investments and other securities;
- (d) To carry on any other business or activity, whether trading, manufacturing, investing or otherwise;
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, deal in and otherwise dispose of all or any estate or interest in or over any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property (whether tangible or intangible) of any kind;
- (f) To receive money on deposit or loan from any person, firm or company;
- (g) To make advances to any person, firm or company with or without security;
- (h) To guarantee, support or secure, whether by direct obligation or 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 issuing any security of the company by way of mortgage, or by any one or more or all of such methods or by any other method, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the company in business or through shareholdings;
- (i) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure

the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, or any persons in whose welfare the company or any such other company as aforesaid is or has been at any time interested, and the wives, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards policies of assurance on the lives of any such persons and policies of insurance of or in respect of any such persons as aforesaid (including insurance against their negligence) and to pay, subscribe or guarantee money to or for any charitable or benevolent objects or for any exhibition or for any political, public, general or useful object, and to do any of the above things, either alone or in conjunction with any such other company as aforesaid;

- (j) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm or company and to subsidise or otherwise assist any person, firm or company;
- (k) To establish or promote or concur in establishing or promoting any other company and to guarantee the payment of the dividends, interest or capital of any shares, stock or other securities issued by or any other obligations of any such company;
- (l) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company;
- (m) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other

manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company including, without limitation, any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature;

- (n) 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;
- (o) To make known the businesses or any of them or the products or any of them of the company or the businesses or products of any other person, firm or company, in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication in books and periodicals, and by granting prizes, rewards and donations, and by carrying on and conducting prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the said businesses or any of them may be promoted or developed, or whereby the said products may be advertised and made known;
- (p) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, of any country, and to obtain from any such government or authority all legislation, orders, rights, concessions and privileges that may seem requisite;
- (q) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the company's business or businesses;
- (r) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company, and to issue in cash at par or at a premium or discount, or for any other consideration, debentures, mortgage debentures or debenture stock or other similar securities, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance;

- (s) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (t) To pay or otherwise give consideration for any property or rights acquired by the company in any manner whatsoever and in particular but without limitation in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another;
- (u) To accept payment or other consideration for any property or rights sold or otherwise disposed of or dealt with by the company in any manner whatsoever and in particular but without limitation in cash, whether by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (v) To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding-up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
- (w) To pay out of the funds of the company all expenses which the company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures or debenture stock, and to apply at the cost of the company to Parliament for any extension of the company's objects and powers;

(x) 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 or otherwise; and

(y) To do all such other things as are in the opinion of the company incidental or conducive to the above objects or any of them.

The objects specified in each of the paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by the terms of any other paragraph and shall be construed as separate, distinct and independent objects capable of being performed and carried out separately, distinctly and independently of each other.

4. The liability of the members is limited.

5. The share capital of the company is £100 divided into 100 shares of £1 each.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
1. J.J.T. Stephens Director for and on behalf of LOVITING LIMITED Registered Office: 21 Holborn Viaduct London EC1A 2DY A Company limited by shares	One
2. J.T. Young Director for and on behalf of SERJEANTS' INN NOMINEES LIMITED Registered Office: 21 Holborn Viaduct London EC1A 2DY A Company limited by shares	One
Total shares taken	Two

Dated 1st June 1990

WITNESS to the above signatures,

S. Geissmar
Articled Clerk
21 Holborn Viaduct
London EC1A 2DY

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ALTERED
ARTICLES OF ASSOCIATION

OF

ARCONA (WEST END) LIMITED*

REGULATIONS OF THE COMPANY

1. The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 and in force on 1st August 1985).

2. Regulations 8, 24, 54, 60-62 (inclusive), 65-69 (inclusive), 73-80 (inclusive), 87, 90, 100 and 118 in Table A do not apply to the company.

SHARE CAPITAL

3. The share capital of the company is £100 divided into 100 shares of £1 each.

4. (1) Subject to the provisions of paragraph (2) of this Article the directors are hereby authorised to exercise the powers of the company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the company for the time being unissued to such persons (including any directors) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the company in general meeting and to the

* The name of the company was changed from 588th Shelf Trading Company to Arcona (West End) Limited on 13th August 1990.

terms on which any shares are created or issued and provided that no shares shall be issued at a discount contrary to the Act. Section 89(1) of the Act is hereby excluded.

(2) The directors may not in the exercise of the authority conferred on them by paragraph (1) of this Article allot relevant securities if

- (a) the amount of such allotment, added to the amount of relevant securities previously allotted pursuant to such authority, would exceed £98; or
- (b) a period of five years has elapsed from the date of incorporation of the company and the allotment is not made pursuant to an offer or agreement made by the company during such period.

(3) The authority of the directors conferred on them by paragraph (1) of this Article to allot relevant securities may be varied revoked or renewed by ordinary resolution of the company in accordance with the provisions of the Act.

VARIATION OF RIGHTS

5. The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto.

6. In Regulation 3 in Table A there shall be inserted after the words "provided by the articles" the following words, namely: "or by special resolution".

SHARE CERTIFICATES

7. In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the company".

LIEN

8. The company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends or other moneys

payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

CALLS ON SHARES

9. The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

TRANSFER OF SHARES

10. The directors may, in their absolute discretion and without assigning any reason therefor, refuse to register the transfer of a share whether or not it is fully paid.

TRANSMISSION OF SHARES

11. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely: "provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

PROCEEDINGS AT GENERAL MEETINGS

12. In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely: "and if at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum".

13. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 46 in Table A shall be construed accordingly.

VOTES OF MEMBERS

14. Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the articles or otherwise, on a show of hands every member who (being an individual) is present in person or

(being a corporation) is present by its duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative, shall have one vote for every share of which he is the holder.

15. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or a facsimile copy of an appointment otherwise complying with the requirements of this Article) be executed by the appointor or his attorney duly authorised in writing or in such other form as the directors may approve. A proxy need not be a member of the company.

16. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall be invalid.

ALTERNATE DIRECTORS

17. (1) A director may by written notice signed by him (except in the case of an appointment by telex or a facsimile copy of an appointment otherwise complying with the requirements of this Article) or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director. Any such appointment of a person who is not a director shall not be effective unless and until such appointment is approved (i) by a resolution of the directors, or (ii) by a majority of the directors attending for the purposes of the meeting at which the alternate director proposes to be present as such.

(2) Every alternate director shall (subject to his giving to the company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally present and generally at such meeting to

exercise all the powers, rights, duties and authorities of the director appointing him. Every alternate director shall also be entitled, in the absence from the United Kingdom of the director appointing him, to sign on his behalf a resolution in writing of the directors.

(3) An alternate director shall neither be an officer of the company nor entitled to any remuneration from the company for acting as an alternate director.

(4) A director may by written notice signed by him (except in the case of a revocation by telex or a facsimile copy of a revocation otherwise complying with the requirements of this Article) and deposited or received at the office or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him.

(5) If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease.

DELEGATION OF DIRECTORS' POWERS

18. The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely: "and may also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors

RETIREMENT, APPOINTMENT AND REMOVAL OF DIRECTORS

19. (1) A member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the company shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument which shall be in writing and shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be executed by the member or members making the same or by their duly authorised attorneys or in such other manner as the directors may approve, and shall take effect upon such appointment or removal being deposited or received at the office or otherwise communicated to the company at the office or

being handed or otherwise communicated to the chairman of a meeting of the directors at which a quorum is present.

(2) Without prejudice to paragraph (1) of this Article the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

20. In Regulation 81 in Table A there shall be inserted

- (a) after the word "company" in paragraph (d) the following words, namely: ", provided that such action shall be without prejudice to the terms of and to any rights of the company under any contract between the director and the company"; and
- (b) after the word "period" in paragraph (e) the following words, namely: "and his alternate director, if any, shall not during that period have attended in his stead".

REMUNERATION OF DIRECTORS

21. The following sentence shall be added at the end of Regulation 82 in Table A, namely: "Any director who serves on any committee, or who devotes special attention to the business of the company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the company's affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine".

DIRECTORS' APPOINTMENTS AND INTERESTS

22. In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely: "shall be subject to the same provisions as to resignation and removal as other directors of the company".

DIRECTORS' AND EMPLOYEES' GRATUITIES AND PENSIONS

23. The directors may:-

- (a) establish and maintain, or procure the establishment and maintenance of, any share

option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company, or is allied to or associated with the company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;

- (b) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the company, or of any such other company as aforesaid, or of any such persons as aforesaid;
- (c) make payments for or towards policies of assurance on the lives of any such persons and policies of insurance of or in respect of any such persons (including insurance against their negligence) as aforesaid;
- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object; and
- (e) do any of the above things either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the company and to the payment being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument.

PROCEEDINGS OF DIRECTORS

24. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "All directors shall be given notice of every meeting of the directors provided that it shall not be necessary to give notice of a meeting to

any director who is absent from the United Kingdom. Any director or alternate director may by notice to the company waive his right to receive notice of the meeting and the presence of any director or alternate director at the commencement of a meeting shall constitute such waiver by him".

25. The following words shall be substituted for the final sentence of Regulation 89 in Table A, namely: "A person who is the alternate director of more than one director shall be counted separately in respect of each of them who is not present, but no less than two individuals shall constitute a quorum".

26. In Regulation 93 in Table A there shall be inserted after the words "signed by" in the first line the following words, namely: "or on behalf of" and the words "entitled to receive notice of a meeting of directors or of a committee of directors" shall be deleted.

27. Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Regulation 85 in Table A having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision.

28. In Regulation 97 in Table A:-

- (a) there shall be inserted after the words "the appointment" the following words, namely: "or the terms of appointment"; and
- (b) the following words shall be deleted, namely: "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely: "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment".

MINUTES

29. The directors shall cause minutes to be made in books kept for the purpose-

- (a) of all appointments of officers and alternate directors made by the directors; and
- (b) of all proceedings at meetings of the company, of the holders of any class of shares in the

company, of the directors, and of committees of directors, including the names of the persons present at each such meeting.

THE SEAL

30. The company is authorised pursuant to Section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

INDEMNITY

31. Subject to the provisions of the Act, every director, other officer or auditor of the company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the company or otherwise in relation thereto.

Reprinted October 1990

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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

2514463

Name of company

ARCONA (WEST END) LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 31st December 1990 the nominal capital of the company has been
increased by £ 4,999,900 beyond the registered capital of £ 100

the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

To rank pari passu with the existing ordinary shares in the
capital of the company

Please tick here if
continued overleaf

☐

Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

SISEC LIMITED

Signed By.....
DIRECTOR

Designation: Secretary

Date 16.01.91

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

Lovell White Durrant
65 Holborn Viaduct
London EC1A 2DY

C1/JH/HML

For official Use
General Section

Post room

17 JAN 1991

M

THE COMPANIES ACT 1985
Company Limited by Shares
Written Resolution
of
ARCONA (WEST END) LIMITED
("the Company")

The following Written Resolution of the above-named Company was duly passed on 31st December 1990 as a Special Resolution.

Special Resolution

That the capital of the Company be increased to £5,000,000 divided into 5,000,000 Ordinary Shares of £1 each by the creation of 4,999,900 Ordinary Shares of £1 each, such shares to rank in all respects pari passu with the existing Ordinary Shares in the capital of the Company; that clause 5 of the Memorandum of Association of the Company and clause 3 of the Articles of Association of the Company be altered accordingly; and that for the purposes of Section 80 of the Companies Act 1985 the Directors of the Company be and are hereby authorised, for the period commencing on and with effect from the date of the passing of this Resolution and expiring on the fifth anniversary of such date, to allot and issue not more than 4,999,998 Ordinary Shares of £1 each in the capital of the Company.

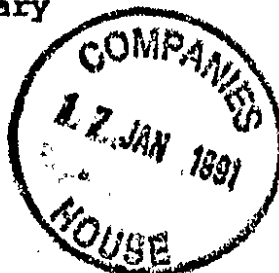
We hereby certify that a copy of the above Written Resolution was sent to the Company's auditors on 31st December 1990

The Company's auditors notified the Company on 31st December 1990, that in their opinion, the Written Resolution does not concern them as auditors does concern them as auditors but need not be considered by the Company in general meeting.

Date: 14th January 1991

Signed.....

Director/Company Secretary



25 14463

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ALTERED MEMORANDUM

AND

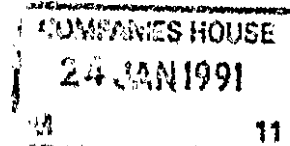
ARTICLES OF ASSOCIATION

OF

ARCONA (WEST END) LIMITED

(Incorporated on 22nd June 1990)

LOVELL WHITE DURRANT
65, HOLBORN VIADUCT
LONDON EC1A 2DY.



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ALTERED
MEMORANDUM OF ASSOCIATION

OF

ARCONA (WEST END) LIMITED

- * 1. The company's name is ARCONA (WEST END) LIMITED.
- 2. The company's registered office is to be situated in England and Wales.
- ** 3. The company's objects are:-
 - (a) To carry on all or any of the businesses of, and to carry out any of the operations performed (whether on the company's account or otherwise) by traders, merchants, agents, importers, exporters, shippers, advertisers, distributors, owners, hirers, operators, letters on hire, manufacturers, and dealers, of and in goods, wares, products, stores, commodities, consumable articles, merchandise, chattels and effects of all kinds; to carry on all or any of the businesses of providing services of all kinds, and acting as consultants, advisers, specialists, financiers and capitalists; and to participate in, undertake, perform and carry out all kinds of commercial, industrial, trading and financial operations and enterprises;
 - (b) To carry on the business of merchants and traders generally and to buy, sell, hire, manufacture,

The name of the company was changed from 588th Shelf Trading Company Limited to Arcona (West End) Limited on 13th August 1990.

repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds;

- (c) To invest and deal with the moneys of the company in or upon investments or securities of any nature (whether as principal or agent) and generally to acquire, hold, deal in and otherwise dispose of investments and other securities;
- (d) To carry on any other business or activity, whether trading, manufacturing, investing or otherwise;
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, deal in and otherwise dispose of all or any estate or interest in or over any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property (whether tangible or intangible) of any kind;
- (f) To receive money on deposit or loan from any person, firm or company;
- (g) To make advances to any person, firm or company with or without security;
- (h) To guarantee, support or secure, whether by direct obligation or 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 issuing any security of the company by way of mortgage, or by any one or more or all of such methods or by any other method, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the company in business or through shareholdings;
- (i) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure

the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, or any persons in whose welfare the company or any such other company as aforesaid is or has been at any time interested, and the wives, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards policies of assurance on the lives of any such persons and policies of insurance of or in respect of any such persons as aforesaid (including insurance against their negligence) and to pay, subscribe or guarantee money to or for any charitable or benevolent objects or for any exhibition or for any political, public, general or useful object, and to do any of the above things, either alone or in conjunction with any such other company as aforesaid;

- (j) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm or company and to subsidise or otherwise assist any person, firm or company;
- (k) To establish or promote or concur in establishing or promoting any other company and to guarantee the payment of the dividends, interest or capital of any shares, stock or other securities issued by or any other obligations of any such company;
- (l) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company;
- (m) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other

manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company including, without limitation, any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature;

- (n) 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;
- (o) To make known the businesses or any of them or the products or any of them of the company or the businesses or products of any other person, firm or company, in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication in books and periodicals, and by granting prizes, rewards and donations, and by carrying on and conducting prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the said businesses or any of them may be promoted or developed, or whereby the said products may be advertised and made known;
- (p) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, of any country, and to obtain from any such government or authority all legislation, orders, rights, concessions and privileges that may seem requisite;
- (q) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the company's business or businesses;
- (r) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company, and to issue in cash at par or at a premium or discount, or for any other consideration, debentures, mortgage debentures or debenture stock or other similar securities, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance;

- (s) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (t) To pay or otherwise give consideration for any property or rights acquired by the company in any manner whatsoever and in particular but without limitation in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another;
- (u) To accept payment or other consideration for any property or rights sold or otherwise disposed of or dealt with by the company in any manner whatsoever and in particular but without limitation in cash, whether by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (v) To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding-up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
- (w) To pay out of the funds of the company all expenses which the company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures or debenture stock, and to apply at the cost of the company to Parliament for any extension of the company's objects and powers;

- (x) 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 or otherwise; and
- (y) To do all such other things as are in the opinion of the company incidental or conducive to the above objects or any of them.

The objects specified in each of the paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by the terms of any other paragraph and shall be construed as separate, distinct and independent objects capable of being performed and carried out separately, distinctly and independently of each other.

4. The liability of the members is limited.

*5. The share capital of the company is £5,000,000 divided into 5,000,000 shares of £1 each.

* The share capital of the company was increased from £100 to £5,000,000 by a Special Resolution dated 31st December 1990.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
1. J.J.T. Stephens Director for and on behalf of LOVITING LIMITED Registered Office: 21 Holborn Viaduct London EC1A 2DY A Company limited by shares	One
2. J.T. Young Director for and on behalf of SERJEANTS' INN NOMINEES LIMITED Registered Office: 21 Holborn Viaduct London EC1A 2DY A Company limited by shares	One
Total shares taken	Two

Dated 1st June 1990

WITNESS to the above signatures,

S. Geissmar
Articled Clerk
21 Holborn Viaduct
London EC1A 2DY

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ALTERED
ARTICLES OF ASSOCIATION

OF

ARCONA (WEST END) LIMITED*

REGULATIONS OF THE COMPANY

1. The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 and in force on 1st August 1985).

2. Regulations 8, 24, 54, 60-62 (inclusive), 65-69 (inclusive), 73-80 (inclusive), 87, 90, 100 and 118 in Table A do not apply to the company.

SHARE CAPITAL

**3. The share capital of the company is £5,000,000 divided into 5,000,000 shares of £1 each.

4. (1) Subject to the provisions of paragraph (2) of this Article the directors are hereby authorised to exercise the powers of the company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the company for the time being unissued to such persons (including any directors) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the company in general meeting and to the

* The name of the company was changed from 588th Shelf Trading Company to Arcona (West End) Limited on 13th August 1990.

** The share capital of the company was increased from £100 to £5,000,000 by a Special Resolution dated 31st December 1990.

terms on which any shares are created or issued and provided that no shares shall be issued at a discount contrary to the Act. Section 89(1) of the Act is hereby excluded.

(2) The directors may not in the exercise of the authority conferred on them by paragraph (1) of this Article allot relevant securities if

- (a) the amount of such allotment, added to the amount of relevant securities previously allotted pursuant to such authority, would exceed £98; or
- (b) a period of five years has elapsed from the date of incorporation of the company and the allotment is not made pursuant to an offer or agreement made by the company during such period.

(3) The authority of the directors conferred on them by paragraph (1) of this Article to allot relevant securities may be varied revoked or renewed by ordinary resolution of the company in accordance with the provisions of the Act.

VARIATION OF RIGHTS

5. The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto.

6. In Regulation 3 in Table A there shall be inserted after the words "provided by the articles" the following words, namely: "or by special resolution".

SHARE CERTIFICATES

7. In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the company".

LIEN

8. The company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends or other moneys

payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

CALLS ON SHARES

9. The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

TRANSFER OF SHARES

10. The directors may, in their absolute discretion and without assigning any reason therefor, refuse to register the transfer of a share whether or not it is fully paid.

TRANSMISSION OF SHARES

11. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely: "provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

PROCEEDINGS AT GENERAL MEETINGS

12. In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely: "and if at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum".

13. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 46 in Table A shall be construed accordingly.

VOTES OF MEMBERS

14. Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the articles or otherwise, on a show of hands every member who (being an individual) is present in person or

(being a corporation) is present by its duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative, shall have one vote for every share of which he is the holder.

15. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or a facsimile copy of an appointment otherwise complying with the requirements of this Article) be executed by the appointor or his attorney duly authorised in writing or in such other form as the directors may approve. A proxy need not be a member of the company.

16. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall be invalid.

ALTERNATE DIRECTORS

17. (1) A director may by written notice signed by him (except in the case of an appointment by telex or a facsimile copy of an appointment otherwise complying with the requirements of this Article) or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director. Any such appointment of a person who is not a director shall not be effective unless and until such appointment is approved (i) by a resolution of the directors, or (ii) by a majority of the directors attending for the purposes of the meeting at which the alternate director proposes to be present as such.

(2) Every alternate director shall (subject to his giving to the company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally present and generally at such meeting to

exercise all the powers, rights, duties and authorities of the director appointing him. Every alternate director shall also be entitled, in the absence from the United Kingdom of the director appointing him, to sign on his behalf a resolution in writing of the directors.

(3) An alternate director shall neither be an officer of the company nor entitled to any remuneration from the company for acting as an alternate director.

(4) A director may by written notice signed by him (except in the case of a revocation by telex or a facsimile copy of a revocation otherwise complying with the requirements of this Article) and deposited or received at the office or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him.

(5) If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease.

DELEGATION OF DIRECTORS' POWERS

18. The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely: "and may also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors".

RETIREMENT, APPOINTMENT AND REMOVAL OF DIRECTORS

19. (1) A member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the company shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument which shall be in writing and shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be executed by the member or members making the same or by their duly authorised attorneys or in such other manner as the directors may approve, and shall take effect upon such appointment or removal being deposited or received at the office or otherwise communicated to the company at the office or

being handed or otherwise communicated to the chairman of a meeting of the directors at which a quorum is present.

(2) Without prejudice to paragraph (1) of this Article the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

20. In Regulation 81 in Table A there shall be inserted

- (a) after the word "company" in paragraph (d) the following words, namely: ", provided that such action shall be without prejudice to the terms of and to any rights of the company under any contract between the director and the company"; and
- (b) after the word "period" in paragraph (e) the following words, namely: "and his alternate director, if any, shall not during that period have attended in his stead".

REMUNERATION OF DIRECTORS

21. The following sentence shall be added at the end of Regulation 82 in Table A, namely: "Any director who serves on any committee, or who devotes special attention to the business of the company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the company's affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine".

DIRECTORS' APPOINTMENTS AND INTERESTS

22. In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely: "shall be subject to the same provisions as to resignation and removal as other directors of the company".

DIRECTORS' AND EMPLOYEES' GRATUITIES AND PENSIONS

23. The directors may:-

- (a) establish and maintain, or procure the establishment and maintenance of, any share

option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company, or is allied to or associated with the company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;

- (b) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the company, or of any such other company as aforesaid, or of any such persons as aforesaid;
- (c) make payments for or towards policies of assurance on the lives of any such persons and policies of insurance of or in respect of any such persons (including insurance against their negligence) as aforesaid;
- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object; and
- (e) do any of the above things either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the company and to the payment being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument.

PROCEEDINGS OF DIRECTORS

24. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "All directors shall be given notice of every meeting of the directors provided that it shall not be necessary to give notice of a meeting to

any director who is absent from the United Kingdom. Any director or alternate director may by notice to the company waive his right to receive notice of the meeting and the presence of any director or alternate director at the commencement of a meeting shall constitute such waiver by him".

25. The following words shall be substituted for the final sentence of Regulation 89 in Table A, namely: "A person who is the alternate director of more than one director shall be counted separately in respect of each of them who is not present, but no less than two individuals shall constitute a quorum".

26. In Regulation 93 in Table A there shall be inserted after the words "signed by" in the first line the following words, namely: "or on behalf of" and the words "entitled to receive notice of a meeting of directors or of a committee of directors" shall be deleted.

27. Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Regulation 85 in Table A having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision.

28. In Regulation 97 in Table A:-

- (a) there shall be inserted after the words "the appointment" the following words, namely: "or the terms of appointment"; and
- (b) the following words shall be deleted, namely: "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely: "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment".

MINUTES

29. The directors shall cause minutes to be made in books kept for the purpose-

- (a) of all appointments of officers and alternate directors made by the directors; and
- (b) of all proceedings at meetings of the company, of the holders of any class of shares in the

company, of the directors, and of committees of directors, including the names of the persons present at each such meeting.

THE SEAL

30. The company is authorised pursuant to Section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

INDEMNITY

31. Subject to the provisions of the Act, every director, other officer or auditor of the company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the company or otherwise in relation thereto.

Reprinted January 1991

Company Number: 2514463

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- of -

ARCONA (WEST END) LIMITED


("the Company")



At an Extraordinary General Meeting of the Company duly convened and held at 65 Holborn Viaduct, London EC1A 2DY on 5th February 1991 the following resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Marlborough (West End) Limited".


.....
Chairman

40/RB of Scotland / P / 011391

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2514463

I hereby certify that

ARCONA (WEST END) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

MARLBOROUGH (WEST END) LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 19 FEBRUARY 1991

M Rose
M ROSE

an authorised officer

Company Number: 2514463

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- of -

ARCONA (WEST END) LIMITED

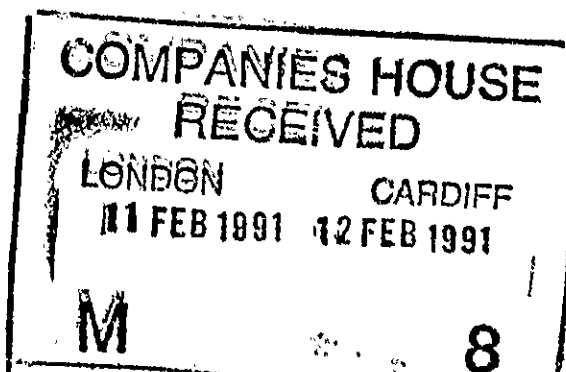
("the Company")

At an Extraordinary General Meeting of the Company duly convened and held at 65 Holborn Viaduct, London EC1A 2DY on 5th February 1991 the following resolutions were duly passed as Special Resolutions.

SPECIAL RESOLUTIONS


THAT:

- (1) the Regulations contained in the printed document submitted to this Meeting marked "A" and for the purpose of identification only signed by the Chairman of the Meeting be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association; and
- (2) clause 3 of the Company's existing Memorandum of Association be deleted and replaced by the clause submitted to this Meeting marked "B" and signed for the purpose of identification only by the Chairman of the Meeting; and



(3) the 2,500,000 Ordinary Shares of the Company registered in the name of and beneficially owned by Arcona UK Investments B.V. be converted into and redesignated as "A" Ordinary Shares and the remaining 2,500,000 Ordinary Shares (which are beneficially owned by and are subject to an unregistered transfer to Holmster Holding B.V.) be converted into and redesignated as "B" Ordinary Shares, having respectively the rights set out in the new Articles of Association of the Company adopted pursuant to paragraph (1) of this Resolution and Clause 5 of the Memorandum of Association of the Company be amended accordingly.

.....
Chairman



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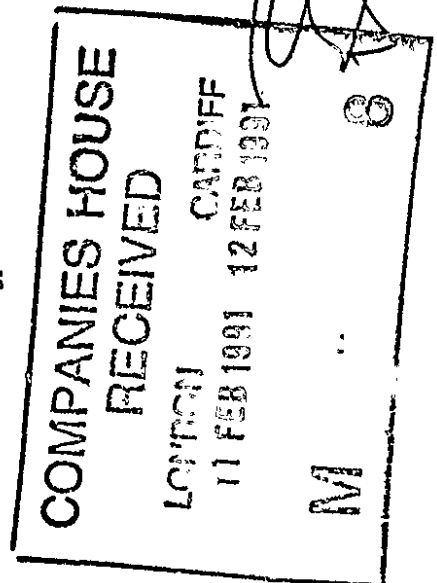
THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

MARLBOROUGH (WEST END) LIMITED



1. The name of the Company is "MARLBOROUGH (WEST END) LIMITED".
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are -
 - (A) To carry on the business of an investment company in all its aspects and for this purpose to invest any moneys of the Company in the acquisition of any property (by purchase, lease, concession, grant, licence or otherwise) to develop such property and to manage, develop, lease, sell or otherwise dispose of and deal in such lands, buildings, businesses, options, rights, privileges, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interest in property as the Company shall deem fit in any part of the world; and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and business of every description.
 - (B) To purchase, take on lease or otherwise acquire occupy, let, underlet, cultivate, improve, hold or manage freehold, leasehold, or other lands and property of every description, or any estate or interest therein, and subject or not to any leases, tenancies mortgages, charges, rights, easements, restrictions or other encumbrances; and to erect, construct, lay down, alter, improve, add to, enlarge and maintain upon or in any lands or property so purchased, taken or acquired, all manner of houses and buildings, roads, pleasure grounds, parks, gardens, sewers, drains, gas, water, electric and other mains, pipes, wires, cables and other media, railways, tramways, plant, machinery, apparatus and works.
 - (C) To buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials, construction equipment, plant and articles of all kinds.



- (D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (E) To acquire and take over the whole or part of any company, business or undertaking which the Company may desire to acquire or become interested in, and the whole or any of the assets and liabilities of such company, business or undertaking, and to carry on the same, and to dispose of, remove, or put an end thereto, and otherwise deal with the same as may seem expedient.
- (F) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (G) To lend money, and grant or provide credit and financial accommodation, to any person.
- (H) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments.
- (I) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (J) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (K) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner 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) and uncalled capital of the Company or by the creation and issue of securities.
- (L) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation 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 or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the

principal amounts of and any premiums interest dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (M) To amalgamate or enter into partnership or any profit sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.
- (N) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (O) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (P) To remunerate any person, employed by or rendering services to the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part or by the grant of an interest in any property of the Company or by establishing any trust for the benefit of such person and doing any of the aforementioned in favour of such trust for the benefit of any such person, including the giving of the property of the Company to such trust.
- (Q) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (R) To issue and allot securities of the Company for cash or in payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (S) To give any remuneration or other compensation or reward for services rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company

or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.

- (T) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (U) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them and to the wives, widows, families, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their wives, widows, families, connections or dependants, and to establish subsidiaries or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents,

contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (Z) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this Clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any full, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit, receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £5,000,000 divided into 5,000,000 Shares of £1 each.

WE, the subscribers to this memorandum of association wish to be formed into a company pursuant to this memorandum and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares Taken by each Subscriber
1. J.J.T. Stephens Director for and on behalf of LOVITING LIMITED Registered Office 21 Holborn Viaduct London EC1A 2DY A company limited by shares	One
2. J.T. Young Director for and on behalf of SERJEANTS' INN NOMINEES LIMITED Registered Office 21 Holborn Viaduct London EC1A 2DY A company limited by shares	One
Total shares taken	<u>Two</u>

Dated 1st June 1990

WITNESS to the above signatures:

S. Geissmar
Articled Clerk
21 Holborn Viaduct
London EC1A 2DY

"A"

/M

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
(Adopted by Special Resolution
passed on 5.02. 1991)

- of -

MARLBOROUGH (WEST END) LIMITED

PRELIMINARY

1. In these Articles:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"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).

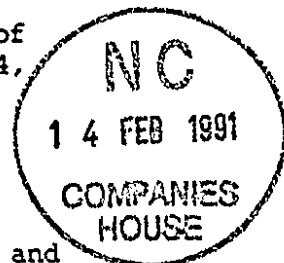
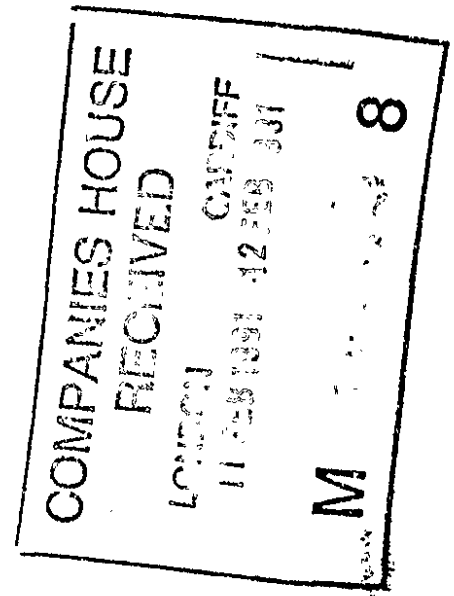
2. The Company is a private company. The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company. Regulations 2, 3, 24, 29 to 31 (inclusive), 40, 50, 54, 64, 65 to 69 (inclusive), 73 to 80 (inclusive), 81, 82, 89 to 91 (inclusive) and 118 of Table A shall not apply to the Company.

SHARES

3. (a) The Shares shall be under the control of the Directors and the Directors may allot any relevant securities (as defined by Section 80(2) of the Act) of the Company to a nominal amount of £5,000,000 (being the amount of the existing authorised share capital of the Company at the date of the adoption of these Articles) in accordance with the provisions of these Articles.

(b) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the date of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

(c) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.



(d) Subject always to the provisions of Article 5 below, Section 89(1) of the Act shall not apply to any allotment of shares in the Company.

4. (a) The share capital of the Company at the date of the adoption of these Articles is £5,000,000 divided into 2,500,000 "A" Shares of £1 each and 2,500,000 "B" Shares of £1 each.

(b) The "A" Shares and the "B" Shares shall be separate classes of shares and save as herein expressly provided shall rank pari passu in all respects.

(c) All shares from time to time subscribed or otherwise acquired by a holder of "A" Shares shall be designated (or as the case requires re-designated) "A" Shares and all shares so subscribed or acquired by a holder of "B" Shares shall be designated (or as the case requires re-designated) "B" Shares.

5. (a) Save as the holder or holders of the "A" Shares and the holder or holders of the "B" Shares shall otherwise agree in writing all new shares created upon any increase of capital and any issue of unissued shares shall consist of such number of "A" Shares and "B" Shares as reflects the proportion as nearly as may be in which the "A" Shares and the "B" Shares were held prior to such issue.

(b) Upon any issue of shares the Directors shall first offer the "A" Shares to be issued to the holders for the time being of the existing issued "A" Shares and if such offer shall not be fully accepted within twenty-one days of the making thereof or on the receipt of an intimation from the Member concerned that he declines to accept such offer in full the Directors shall thereupon offer any remaining "A" Shares to be issued to the holders for the time being of the existing "B" Shares. If such last mentioned offer shall not be fully accepted within twenty-one days from the making thereof the Directors may allot or otherwise dispose of the remaining unissued "A" Shares as they may in their discretion think fit subject always to compliance with paragraph (a) of this Article.

(c) The provisions of paragraph (b) of this Article shall also apply to any issue of "B" Shares save that references to "A" Shares shall be construed as references to "B" Shares and references to "B" Shares shall be construed as references to "A" Shares.

6. The lien conferred by Regulation 8 in Table A shall attach to fully paid shares and to all shares 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 holders.

RESOLUTIONS

7. Any such resolution in writing as referred to in Regulation 53 of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Regulation referred to.

TRANSFERS

8. (a) Subject to Article 8 (b) no share may be transferred without the prior written agreement of all the members for the time being and the Directors shall register a transfer so made, subject to it being duly stamped.

(b) The provisions of this paragraph (b) of this Article shall apply if all the "A" Shares or all the "B" Shares are held by a single corporate member, such member being referred to herein as the "'A" Shareholder" or the "'B" Shareholder" as the case may be, and for the purposes of this paragraph the following expressions shall have the following meanings:

"associated company" means in relation to the "A" Shareholder or the "B" Shareholder:

- (1) any company which is its subsidiary; or
- (2) any company of which it is the subsidiary or any other subsidiary of such company,

where "subsidiary" shall have the same meaning as set out in Section 736 of the Act as amended by the Companies Act 1989.

"A" Shareholder's Group" means the "A" Shareholder and all its associated companies and each of them;

"B" Shareholder's Group" means the "B" Shareholder and all its associated companies and each of them;

- (i) the "A" Shareholder shall be entitled to transfer all (but not some only) of its "A" Shares it may hold to a member of the "A" Shareholder's Group;
- (ii) the foregoing provisions of sub-paragraph (i) shall apply mutatis mutandis to any transfer by the "B" Shareholder of all (but not some only) of its "B" Shares to a member of the "B" Shareholder's Group;
- (iii) if a Member ceases to be a member of the "A" Shareholder's Group or "B" Shareholder's Group as appropriate, it shall be the duty of that Member forthwith to notify the Directors in writing that such event has occurred and (unless the Shares are thereupon transferred to a member of the "A" Shareholder's Group or "B" Shareholder's Group as appropriate, any such transfer being deemed to be authorised under the foregoing provisions of this Article) the Member shall be deemed on the happening of such event to have given notice to the Company indicating its desire to dispose of the Shares.

(c) Save as provided by paragraphs 8(a) or 8(b) of this Article no share in the capital of the Company may be transferred to any person, and the directors shall not register any such transfer.

9. No share and no interest in or rights attaching to any share shall be held by any Member as a bare nominee for or sold or disposed of to any person except in accordance with Article 8 and for the purposes of Articles 8 and 9 references to shares being transferred sold or disposed of shall include, without limitation:

- (a) any direction (by way of renunciation or otherwise) by a member entitled to an allotment or transfer that a share be allotted or issued or transferred to some person other than himself;
- (b) any sale or other disposition of any legal or beneficial interest in a share, whether or not for consideration.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any General Meeting unless a quorum is present. Two Members present in person, by proxy or by duly authorised representative (of whom one shall be or represent a holder of "A" Shares and one of whom shall be or represent a holder of "B" Shares) shall be a quorum for all purposes.

11. In Regulation 41 of Table A the following words are to be added at the end "If having been given due notice for two successive meetings there is a failure of either any holder of "A" Shares or any holder of "B" Shares to attend such meeting the Members who have so attended shall be entitled to give notice in writing to the other Members indicating that if a holder of that class of shares fails to attend the next meeting of the Company duly called the quorum for that meeting shall be one Member of the class that attended the prior meeting. Any Member may participate in a meeting of the Company by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Member participating in a meeting in this manner shall be deemed to be present in person at such meeting."

12. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed accordingly.

13. A poll may be demanded by any Member present in person or by proxy or by duly authorised representative and Regulation 46 of Table A shall be modified accordingly.

14. (a) On a show of hands every Member who is present in person or by duly authorised representative shall have one vote and on a poll every Member shall have one vote for every £1 in nominal amount of the "A" Shares of which he is the holder and one vote for every £1 in nominal amount of the "B" Shares of which he is the holder provided that:

- (i) no "A" Shares shall confer any right to vote upon a resolution for the removal from office of a "B" Director;
- (ii) no "B" Shares shall confer any right to vote upon a resolution for the removal from office of an "A" Director;

(iii) if at any time there shall be more than one holder of "A" Shares and if at any meeting any holder of any "A" Shares is not present in person or by proxy the votes exercisable on a poll in respect of the "A" Shares held by Members present in person or by proxy shall be pro tanto increased so that such "A" Shares together entitle such Members to the same aggregate number of votes as could be the case in respect of all the "A" Shares if all the holders thereof were present; and

(iv) the provisions of sub-paragraph (iii) of this Article shall apply to the votes exercisable on a poll in respect of "B" Shares except that references to "A" Shares shall be construed as references to "B" Shares.

(b) The Chairman of a general meeting shall not be entitled to a second or casting vote.

DIRECTORS

15. The number of Directors shall be four of whom two shall be appointed by the holder or holders of a majority of the "A" Shares and two shall be appointed by the holder or holders of a majority of the "B" Shares in accordance with Article 16.

16. (a) The holder or holders of a majority of the "A" Shares for the time being issued shall be entitled by notice in writing signed by them and left at or sent by registered post to the registered office for the time being of the Company or handed to the Chairman of any meeting of the Directors of the Company to appoint two Directors and by like notice to remove any Director so appointed and at any time and from time to time by like notice to appoint any other person to be a Director in the place of the Director so removed or in the place of any Director vacating office in any way and originally so appointed by them. Any Director so appointed shall be an "A" Director. The holder or holders of a majority of the "B" Shares for the time being issued shall be entitled by notice in writing signed by them and left at or sent by registered post to the registered office for the time being of the Company or handed to the Chairman of any meeting of the Directors of the Company to appoint two Directors and by like notice to remove any Director so appointed and at any time and from time to time by like notice to appoint any other person to be a Director in the place of the Director so removed or in the place of any Director vacating office in any way and originally so appointed by them. Any Director so appointed shall be a "B" Director. Any notice given pursuant to this paragraph of this Article shall take effect immediately upon delivery to the registered office of the Company.

(b) Every Director appointed pursuant to this Article shall hold office until he either is removed or dies or vacates office pursuant to Article 21 and (subject to the provisions of Section 303 of the Act) neither the Company in General Meeting nor the Directors shall have power to fill any such vacancy but the provisions of this Article may be relaxed or varied to any extent by agreement in writing between

the holders of a majority of the "A" Shares for the time being issued and the holders of a majority of the "B" Ordinary Share for the time being issued.

(c) Any Director appointed pursuant to this Article shall be at liberty from time to time to make such disclosures to the shareholder (and where such shareholder is a corporation to its holding company or any of the subsidiary companies of such holding company) appointing him as to the business and affairs of the Company as he shall in his absolute discretion determine.

(d) Except in manner provided by this Article no person shall be appointed to fill any vacancy occurring in the office of Director and neither the Company in general meeting nor the Directors shall have power to fill any such vacancy.

17. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company.

18. If any Director shall be called upon to perform extra services or to make special exertions for any of the purposes of the Company the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

19. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

20. A Director entitled to vote may vote as a Director in regard to any contract or arrangement in which he is interested having declared his interest in the relevant matter, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangements under consideration and Regulation 94 in Table A shall be modified accordingly.

21. The office of Director shall be vacated if the Director:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director by reason of any order made under the provisions of the Company Directors Disqualification Act 1986; or

- (c) in the opinion of all his Co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is removed from office under Article 16.

22. (a) Any Director may by writing under his hand delivered to the registered office of the Company appoint any other person to be his alternate and any Director appointed pursuant to Article 16 may have any other person appointed or removed as his alternate in like manner to such Director's appointment and removal provided for by Article 16 (provided that each Director may have only one alternate at any one time) and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director for whom he is the alternate, to attend and vote at meetings of the Directors and to exercise all the powers, rights, duties and authorities of the Director for whom he is the alternate as if he were an "A" Director or a "B" Director (as the case may be). A Director may at any time revoke the appointment of an alternate appointed by him, and appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(b) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director for whom he is the alternate.

23. (a) A director may, and the secretary at the request of a director shall, call a meeting of the directors. Any director for the time being absent from the United Kingdom may supply to the Company an address, or telex or facsimile number whether or not within the United Kingdom to which notices of meetings may be sent and shall be entitled to receive at such address or number notice of such meetings. At least seven business days notice in writing (or such lesser specified period of notice as may be agreed from time to time by any "A" Director and any "B" Director) of each meeting of the Board specifying the date, time and place of the meeting and the business to be transacted thereat shall be given to all directors and Regulation 88 of Table A shall be modified accordingly.

(b) The quorum necessary for the transaction of the business of the Directors shall be two, of whom one shall be an "A" Director or his duly appointed alternate, and one shall be a "B" Director or his duly appointed alternate. A meeting of the Directors at which a quorum is

present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. If a quorum is not present within half an hour of the time fixed for the meeting the meeting shall stand adjourned until the same day in the next week at the same time and place. If having been given due notice for two successive meetings there is a failure of either any "A" Director or any "B" director to attend such meeting the Directors who have so attended shall be entitled to give notice in writing to the other Directors indicating that if a director of that class fails to attend the next meeting of the Directors duly called the quorum for that meeting shall be two Directors of the class that attended the prior abortive meeting. Any Director may participate in a meeting of the Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director participating in a meeting in this manner shall be deemed to be present in person at such meeting. Regulation 88 of Table A shall be modified accordingly.

24. Any such resolution in writing as is referred to in Regulation 93 of Table A may consist of several documents in the like form each signed or approved by letter telex facsimile or cable by one or more of the Directors for the time being entitled to vote at a meeting of the Directors and Regulation 93 of Table A shall be modified accordingly.

25. The Directors may delegate any of their powers to committees upon which both the "A" Directors and "B" Directors shall be represented. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Directors.

26. The meeting and proceedings of any committee of the Directors formed pursuant to Article 25 above shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding paragraph of the Article.

27. Questions arising at any meeting of Directors shall be determined by unanimous vote and the Chairman of the Board of Directors shall not have a casting vote. Regulation 88 of Table A shall be modified accordingly. On each occasion of the Directors exercising their votes and so long as the number of "A" Shares and "B" Shares issued by the Company is equal the "A" Directors shall have two votes and the "B" Directors shall have two votes such votes to be divided equally between such "A" Directors and "B" Directors respectively as are present and voting at the Board meeting.

28. The Directors shall not be subject to retirement by rotation.

29. The following proviso shall be added to sub-clause (b) of Regulation 110 of Table A: "provided that the resulting shares distributed to the holders of the "A" Shares shall be "A" Shares and those distributed to the holders of the "B" Shares shall be "B" Shares and provided further that all new shares shall be issued in accordance with Article 5.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any one of the Directors or the Secretary for the time being of any corporation which is a member of the Company, or any other person appointed by resolution of the Directors or other governing body of such corporation, may (subject to the Articles of Association of that corporation) act as its representative at any meeting of the Company or any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. Any one of the Directors or the Secretary for the time being of the Company or any other person appointed by resolution of the Directors or other governing body of the Company may act as its representative at any meeting of any corporation of which the Company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the Company as the Company could exercise if it were an individual member of that corporation.

INDEMNITY

31. Without prejudice to any indemnity to which he may be entitled otherwise, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 the Act (as amended by Section 137 of the Companies Act 1989). To the extent permitted by law the directors may arrange insurance cover at the cost of the Company in respect of any liability loss or expenditure incurred by any director, officer or auditor of the Company in relation to any thing done or alleged to have been done or omitted to be done as director, officer or auditor.

32. The Seal shall only be used, and any document intended to have effect as a Deed shall only be executed, by the authority of the Directors or of a committee of Directors authorised by the Directors. Unless the Directors determine otherwise, any instrument to which the Seal is affixed and any document executed as a Deed on behalf of the Company shall be signed by an "A" Director and a "B" Director. Regulation 101 of Table A shall not apply to the Company.

225(2)

Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2514463

Name of company

* insert full name of company

* MARLBOROUGH (WEST END) LIMITED

Note
Please read notes 1 to 5 overleaf before completing this form

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	6
---	---	---	---

† delete as appropriate

The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3	0	0	6	1	9	9	1
---	---	---	---	---	---	---	---

If neither of these statements can be completed, the notice cannot be given.

If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a ~~subsidiary~~ [holding company]† of REPORTAMOUNT LIMITED

of 165 Queen Victoria Street, London EC4V 3DG

, company number 2616386

the accounting reference date of which is 30th June

If this notice is given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland)
as appropriate

Signed

X *K P Despard* X

Designation‡

DIRECTOR

Date 27th June 1991

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

D.J. Freeman & Co.
43 Fetter Lane
London EC4A 1NA

Tel: 071 583 4055

Ref: JZS

For official use

General Section

19 JUL 1991 20 JUL 1991

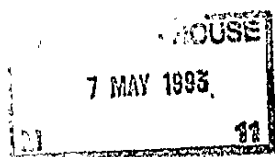
COMPANIES HOUSE, CARDIFF
LONDON CARDIFF

2 JUN 1991 29 JUN 1991

101

No. 2514463

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES



RESOLUTIONS
OF
MARLBOROUGH (WEST END) LIMITED

Passed on 30th April 1993

At an Extraordinary General Meeting of the above-named Company duly convened and held on the above date, the following Resolutions were duly passed:

ORDINARY RESOLUTIONS

THAT:

1. the authorised share capital of the Company be increased from £5,000,000 to £20,000,000 by the creation of 15,000,000 ordinary shares divided into 7,500,000 "A" ordinary shares of £1 each and 7,500,000 "B" ordinary shares of £1 each ranking pari passu in all respects with the existing "A" and "B" ordinary share capital of the Company;
2. that the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £15,000,000 to such persons at such times and on such terms as they think proper provided that such authority shall expire on the fifth anniversary of the date hereof save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and, accordingly, the directors may allot the relevant securities pursuant to any such offer or agreement as if such authority had not expired.

Chairman

Ref : C13329.1

G

COMPANIES FORM No. 225(2)

225(2)

Notice of new accounting reference date given after the end of an accounting reference period by a parent or subsidiary undertaking or by a company subject to an administration order

Pursuant to section 225(2) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

Please do not
write in
this margin

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

1. To the Registrar of Companies
(Address overleaf - Note 7)

Company number

2514463

Name of company

* MARLBOROUGH (WEST END) LIMITED

* Insert full name
of company

Note

Details of day and
month in 2, 3 and
4 should be the
same.
Please read notes
1 to 6 overleaf
before completing
this form.

† delete as
appropriate

If neither of these
statements can be
completed, the
notice cannot be
given.

2. gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

3. The previous accounting reference period of the company is to be treated as ~~terminated~~ [extended]† and ~~terminated~~ [extended]†
~~terminated as having come to an end~~ [will come to an end]† on

Day Month Year

3	1	1	2	1	9	9	3
---	---	---	---	---	---	---	---

4. If this notice is given by a company which is a subsidiary or parent undertaking but which is not subject to an administration order, the following statement should be completed:

The company is a ~~subsidiary~~ [parent]† undertaking of

MARLBOROUGH (WEST END) DEVELOPMENTS LIMITED

, company number 2616386

the accounting reference date of which is 31 DECEMBER

5. If this notice is given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on

and it is still in force.

‡ Insert
Director,
Secretary,
Receiver,
Administrative
Receiver or
Receiver
(Scotland)
as appropriate

FOR AND ON BEHALF OF
AQUIS SECRETARIES LIMITED

6. Signed

Designation‡ SECRETARY

Date 9.7.93

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

KPMG PEAT MARWICK
AQUIS COURT
31 FISHPOOL STREET
ST ALBANS
HERTS AL3 4RF

For official use
D.E.B.

Post room



G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2514463

Name of company

* MARLBOROUGH (WEST END) LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 30 APRIL 1993 the nominal capital of the company has been
increased by £ 15,000,000 beyond the registered capital of £ 5,000,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

The new shares are issued subject to the
Articles of Association of the Company

Please tick here if
continued overleaf

☐

Signed

Designation: Directors

Date 30/4/93

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

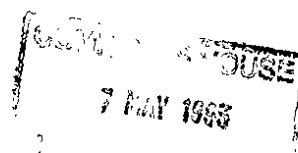
Presentor's name address and
reference (if any):

D J Freeman
43 Fetter Lane
London
EC4A 1NA

Ref: JZS/82050

For official Use
General Section

Post room





KPMG Peat Marwick

PO Box 486
1 Puddle Dock
Blackfriars
London EC4V 3PD

Telephone 071-236 8000
Telex 8911541 KPMGLO G
Telefax 071-248 6552
DX 38050 Blackfriars

The Directors
Marlborough (West End) Limited
165 Queen Victoria Street
LONDON
EC4V 3DG

Our ref cwa/jdh/tw/L117

4 January 1995

Dear Sirs

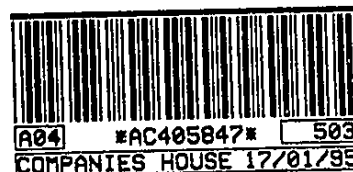
Statement on ceasing to act as auditors

Following our resignation as auditors, we report that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

KPMG Peat Marwick

KPMG Peat Marwick



Member firm of
Klynveld Peat Marwick Goerdeler

Registered to carry on audit work and authorised to carry on investment business by
the Institute of Chartered Accountants in England and Wales.

The address for the purposes of Section 4, Business Names Act 1985 is 1 Puddle Dock,
Blackfriars, London EC4V 3PD at which a list of partners' names is available for inspection.