

G**COMPANIES FORM No. 12****12****Statutory Declaration of compliance
with requirements on application
for registration of a company**

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

Please do not write
in the margin

To the Registrar of Companies

For official use

For official use

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

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02514519.

Name of Company

* Insert full name
of company

* Alnery No. 1024 Limited

I, Clare Elizabeth Higgins
of 9 Cheapside, London EC2V 6AD

Delete as
appropriate

~~MNO~~ I do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)~~
~~MNO~~ ~~person named as secretary or director of the company in the statement delivered to the Registrar~~
~~MNO~~ ~~under section 10(2) of the Companies Act 1985~~ and that all the requirements of the above Act in respect of the registration of
the above company and all 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 125 High Holborn
London WC1V 6QP

Declarant to sign below

the 11th day of June
One thousand nine hundred and ninety

before me Mark O'Shea
Solicitor

Clare E Higgins

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

* Commissioner for Oaths

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

Allen & Overy
9 Cheapside
London EC2V 6AD
Ref: DWS

For official use

New companies section

Post room

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

Pursuant to section 10 of the Companies Act 1985

Please do not write
in margin

To the Registrar of Companies

For official use

Name of Company

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

* Insert full name
of company

* ALNERY NO. 1024 LIMITED

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

9 CHEAPSIDE	
LONDON	
	Postcode EC2V 6AD

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

ALLEN & OVERY	
9 CHEAPSIDE	
LONDON	Postcode EC2V 6AD

Number of continuation sheets attached (see Note 1)

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

ALLEN & OVERY
9 CHEAPSIDE
LONDON
EC2V 6AD

Ref : DWS

For official use
General section

Postroom

The names, and particulars of the person who is or the persons who are to be the first director or directors of the company (note 2) are as follows

Name (Note 3) ALNERY INCORPORATIONS NO. 1 LIMITED		Business occupation	
Previous name(s) (Note 3)		Nationality	
Address (Note 4) FOURTH FLOOR		Date of birth (where applicable) (Note 6)	
9 CHEAPSIDE			
LONDON	Postcode EC2V 6AD		
Other directorships ⁽¹⁾ NONE			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 21 JUN 1990	
A duly authorised signatory for and on behalf of Alnery Incorporations No. 1 Limited			

* Enter particulars of other directorships held or previously held see Note 5; if this space is insufficient use a continuation sheet

Name (Note 3) ALNERY INCORPORATIONS NO. 2 LIMITED		Business occupation	
Previous name(s) (Note 3)		Nationality	
Address (Note 4) FOURTH FLOOR		Date of birth (where applicable) (Note 6)	
9 CHEAPSIDE			
LONDON	Postcode EC2V 6AD		
Other directorships ⁽¹⁾ NONE			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 21 JUN 1990	
A duly authorised signatory for and on behalf of Alnery Incorporations No. 2 Limited			

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

The names 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:

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

Name (Notes 3 & 7) ALNERY INCORPORATIONS NO. 1 LIMITED		
Previous name(s) (Note 3)		
Address (Notes 4 & 7) FOURTH FLOOR		
9 CHEAPSIDE		
LONDON	Postcode	EC2V 6JD
I consent to act as secretary of the company named on page 1		
Signature <i>[Signature]</i>		Date 21 JUN 1990
A duly authorised signatory for and on behalf of Alnery Incorporations No. 1 Limited		

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

Delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers <i>Allen & Overy</i>	Date 21 JUN 1990
--	-------------------------

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

NC
1990
AD
ES

02514519

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

ALNERY NO. 1024 LIMITED

1. The name of the Company is "Alnery No. 1024 Limited".
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (1) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities.
 - (2) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
 - (3) To undertake any manufacturing, processing, assembly or similar business.
 - (4) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.

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- (5) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every other kind of transaction in relation to shares, debentures, securities and investments of every kind (including, but without limitation, those issued by the government of any country or territory, any public authority or any international organisation) and to carry out, manage, underwrite or arrange any issue, offering or distribution of any securities or investments of any kind.
- (6) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.
- (7) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (8) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
- (9) To provide management, administrative, advisory, professional and technical services of any kind and in any manner.
- (10) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (11) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
- (12) To enter into all forms of distributorship, franchise, licensing and agency transactions.
- (13) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.

- (14) To borrow or raise money by any method and to obtain any form of credit or finance.
- (15) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by the Company.
- (16) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person.
- (17) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (18) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
- (19) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.

- (20) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company, or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (21) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.
- (22) To support and subscribe to any charitable or public object whatsoever and to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business.
- (23) To distribute among the members of the Company in kind any assets of the Company.
- (24) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
- (25) To exercise any power of the Company for any consideration of any kind or for no consideration whatsoever.

- (26) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (27) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared -

- (a) that this clause shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation,
- (b) that each of the subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
- (c) that each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause,
- (d) that in this clause -
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent,
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it,
 - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent,
 - (iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation;
 - (v) "transaction" includes any scheme, arrangement and project.

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 shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

ALNERY INCORPORATIONS
No. 1 LIMITED
4th Floor
9 Cheapside,
London EC2V 6AD

ONE

.....
A duly authorised signatory
for and on behalf of Alnery
Incorporations No. 1 Limited

ALNERY INCORPORATIONS
No. 2 LIMITED
4th Floor
9 Cheapside,
London EC2V 6AD

ONE

.....
A duly authorised signatory
for and on behalf of Alnery
Incorporations No. 2 Limited

DATED - 1 JUN 1990

WITNESS to the above signatures:-

A.J. CANTWELL,
9 Cheapside,
London EC2V 6AD.

A J Cantwell

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALNERY NO. 1024 LIMITED

PRELIMINARY

1. Except as otherwise provided in these Articles, the regulations contained or incorporated in Table A shall apply to the Company. For the purposes of these Articles, 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. These Articles and the regulations incorporated in them shall take effect subject to the requirements of the Act and of every other Act for the time being in force affecting the Company (together "the Statutes").
3. In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders, words importing persons include corporations and the expression "paid up" includes credited as paid up.

SHARE CAPITAL

4. (1) The directors are generally and unconditionally authorised (for the purposes of section 80 of the Act) at any time or times during the period of five years from the date of the incorporation of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the authorised share capital of the Company at that date.
(2) At the expiry of the period of five years, the authority contained in paragraph (1) shall expire, but the Company may make an offer or agreement before the expiry of the authority

which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

- (3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

SHAREHOLDERS' RESOLUTIONS

5. A resolution in writing signed by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall (subject to sections 113 and 114 of the Companies Act 1989) be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. Regulation 53 of Table A shall not apply.
6. (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or

against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.

- (5) References in this Article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

7. A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.

DIRECTORS

8. (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office.
- (2) In addition to the circumstances set out in Regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this Article.
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (4) The directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.
9. (1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

10. (1) In addition to the persons mentioned in Regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (2) Any person appointed as an alternate director shall vacate his office as an alternate director:
- (a) if and when the director by whom he has been appointed ceases to be a director; or
 - (b) if the director by whom he has been appointed removes him by written notice to the Company; or
 - (c) in the event of any circumstances which, if he were a director, would cause him to vacate that office.

Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

11. (1) The powers of the directors mentioned in Regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

12. (1) A director who is in any way, whether directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Statutes.
- (2) Subject to such disclosure, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his votes shall be counted and he shall be counted in the

quorum when that resolution or matter is under consideration.
 Regulations 94 to 96 (inclusive) of Table A shall not apply.

13. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulations 66 and 88 of Table A shall be amended accordingly.
14. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile or telex".
15. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
 - (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously,
 whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of Article 12.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

16. The directors shall provide for the safe custody of the seal and of any official seal for use abroad in accordance with the Statutes. The seals shall only be used with the authority of the directors or of a committee of the directors authorised by the directors for that purpose. Every instrument to which the seal is affixed shall be signed by a director and countersigned by the secretary or by a second director or by some other person appointed for the purpose by the directors or the committee. Regulation 101 of Table A shall not apply.

NOTICES

17. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.

18. Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
- (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY

19. Subject to the provisions of the Statutes, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in, or in relation to, the execution and discharge of his duties, and no director, auditor, secretary 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 or in relation to the duties of his office. Regulation 118 of Table A shall not apply.

NAMES AND ADDRESSES OF SUBSCRIBERS

Alnery Incorporations No. 1 Limited
 9 Cheapside
 Fourth Floor
 London EC2V 6AD

.....
 A duly authorised signatory
 for and on behalf of Alnery
 Incorporations No. 1 Limited

Alnery Incorporations No. 2 Limited
 9 Cheapside
 Fourth Floor
 London EC2V 6AD

.....
 A duly authorised signatory
 for and on behalf of Alnery
 Incorporations No. 2 Limited

Dated - 1 JUN 1990

Witness to the above signature:

A J Cantwell
 9 Cheapside
 London EC2V 6AD

A J Cantwell

FILE COPY



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

No. 2514519

I hereby certify that

ALNERY NO. 1024 LIMITED

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

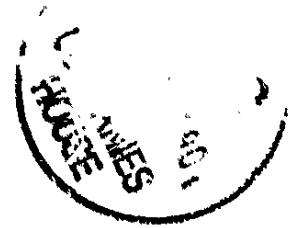
Given under my hand at the Companies Registration Office,
Cardiff the 22 JUNE 1990

V J Kendrick
MRS V J KENDRICK

an authorised officer



Registered no. 2514519



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

ALNERY NO. 1024 LIMITED

(passed on 8th Nov 1990)

At an EXTRAORDINARY GENERAL MEETING of the company duly convened and held at 9 Cheapside, London EC2V 6AD on 8th Nov 1990 the following resolution was duly passed as a special resolution of the company:

That the name of the company be changed to JUANA LIMITED.

..........

Chairman

NW £40

092957

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2514519

I hereby certify that

ALNERY NO. 1024 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

JUANA LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 22 NOVEMBER 1990

A handwritten signature in dark ink, appearing to read 'M. J. Jones', is written over a faint, circular official stamp.

an authorised officer

Registered no. 2514519

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

ALNERY NO. 1024 LIMITED

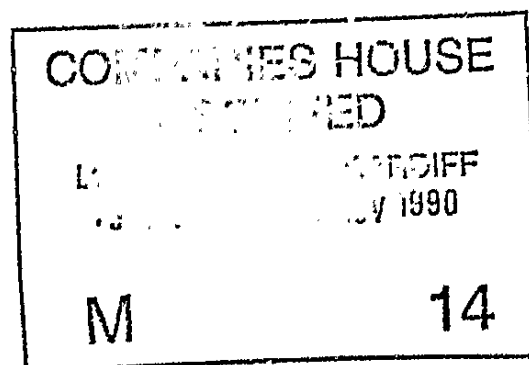
(passed on *8th March*, 1990)

At an EXTRAORDINARY GENERAL MEETING of the company duly convened and held at 9 Cheapside, London EC2V 6AD on *8th March*, 1990 the following resolution was duly passed as an ordinary resolution of the company:

That each issued and unissued ordinary share of £1 each in the capital of the company be sub-divided into 10 ordinary shares of £0.10 each.

.....*Barry*.....

Chairman



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COMPANIES FORM 122

122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Pursuant to section 122 of the Companies Act 1985

Please do not
write in
this margin

To the Registrar of Companies

For official use

Company number

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

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2514519

Name of company

* Alnery No. 1024 Limited

* insert full name
of company

gives notice that:

Each issued and unissued ordinary share of £1 each in the capital of the company has been sub-divided into 10 ordinary shares of £0.10 each.

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

Signed

Designation†

Date

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

Allen & Overy
9 Cheapside
London EC2V 6AD

Ref: KG/JCP

For official Use
General Section

COMPANIES HOUSE
RECEIVED

LC

CARDIFF

10

14 NOV 1990

14

14

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

ALNERY NO. 1024 LIMITED

1. The name of the Company is "Alnery No. 1024 Limited".
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (1) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities.
 - (2) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
 - (3) To undertake any manufacturing, processing, assembly or similar business.
 - (4) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.

COMPANIES HOUSE
RECEIVED

LOAN CARDIFF
19 NOV 1990

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- (5) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every kind of transaction in relation to shares, debentures, securities and investments of every kind (including, but without limitation, those issued by the government of any country or territory, any public authority or any international organisation) and to carry out, manage, underwrite or arrange any issue, offering or distribution of any securities or investments of any kind.
- (6) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.
- (7) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (8) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
- (9) To provide management, administrative, advisory, professional and technical services of any kind and in any manner.
- (10) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (11) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
- (12) To enter into all forms of distributorship, franchise, licensing and agency transactions.
- (13) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.

- (14) To borrow or raise money by any method and to obtain any form of credit or finance.
- (15) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by the Company.
- (16) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person
- (17) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (18) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
- (19) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.

- (20) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (21) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.
- (22) To support and subscribe to any charitable or public object whatsoever and to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business.
- (23) To distribute among the members of the Company in kind any assets of the Company.
- (24) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
- (25) To exercise any power of the Company for any consideration of any kind or for no consideration whatsoever.

- (26) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (27) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared -

- (a) that this clause shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation,
- (b) that each of the subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
- (c) that each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause,
- (d) that in this clause -
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent,
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it,
 - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent,
 - (iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation;
 - (v) "transaction" includes any scheme, arrangement and project.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 Shares of £1 each.*

*Note: By ordinary resolution passed on 8th November, 1990 each issued and unissued ordinary share of £1 each in the capital of the Company was sub-divided into 10 ordinary shares of £0.10 each so that the share capital of the Company is £100 divided into 1,000 shares of £0.10 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**

ALNERY INCORPORATIONS
No. 1 LIMITED
4th Floor
9 Cheapside
London EC2V 6AD

ONE

D. W. STEWART

.....
A duly authorised signatory
for and on behalf of Alnery
Incorporations No. 1 Limited

ALNERY INCORPORATIONS
No. 2 LIMITED
4th Floor
9 Cheapside
London EC2V 6AD

ONE

E. G. ROUSE

.....
A duly authorised signatory
for and on behalf of Alnery
Incorporations No. 2 Limited

DATED 1ST JUNE 1990

WITNESS to the above signatures:-

A. J. CANTWELL
9 Cheapside
London EC2V 6AD

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 black lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

2514519

Name of company

* JUANA 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	0	7
---	---	---	---

5 April
Day Month

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

30 June
Day Month

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

31 December
Day Month

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

† Delete as
appropriate

Signed

TW Godfray

[Director] [Secretary] Date 11/12/90

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

TW GODFRAY
GRAFFIX HOUSE
NEWTOWN ROAD
HENLEY-ON-THAMES
OXFORDSHIRE

For official Use
General Section

Post room

COV	15 DEC 1990	1
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No. 2514519

THE COMPANIES ACT 1985

LIMITED BY SHARES

ELECTIVE RESOLUTION

- of -

J U A N A L I M I T E D

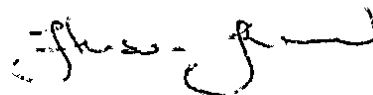
Passed on 8 November 1991

At an Extraordinary General Meeting of the Company held on 8 November 1991, the following Resolution was duly passed as an Elective Resolution of the Company:

RESOLUTION

THAT, pursuant to Section 379A, Companies Act 1985, the Company hereby elects:

- a to dispense with the laying of accounts and reports before the company in general meetings in accordance with Section 252, Companies Act 1985;
- b to dispense with the holding of Annual General Meetings in accordance with Section 366A, Companies Act 1985;
- c to dispense with the obligation to appoint auditors annually in accordance with Section 386, Companies Act 1985.



Chairman

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

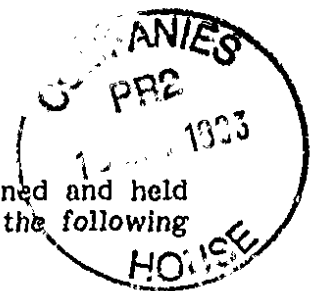
RESOLUTION

- of -

JUANA LIMITED

passed on 29 September 1993

At an Extraordinary General Meeting of the Company duly convened and held at Farm Road, Henley on Thames, RG9 1EJ on 29 September 1993 the following Resolution was duly passed as a Special Resolution of the Company:

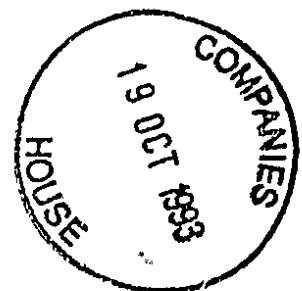


RESOLUTION

- 1 That the authorised share capital of the Company be increased from £100 to £50,000 by the creation of an additional 499,000 Ordinary shares of 10p each ranking in all respects pari passu with the existing Ordinary shares in the capital of the Company;
- 2 That the Directors be and they are hereby unconditionally authorised for the purposes of Section 80 Companies Act 1985 to allot shares up to a maximum nominal amount of £49,980 at any time or times during the period of five years from the date of this Resolution; and
- 3 That the Directors be empowered to allot equity securities (as defined for the purposes of Section 89 of the Companies Act 1985) up to a maximum nominal amount of £49,980 as if Section 89(1) of that Act did not apply to any such allotment.

T W Godfray

T W GODFRAY
Company Secretary



CERTIFIED TRUE COPY

T.W. Godfrey
T W GODFREY
COMPANY SECRETARY
29 SEPTEMBER 1993

Company number
2514519

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

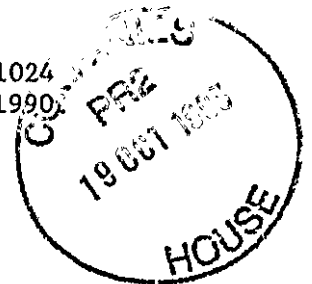
JUANA LIMITED

(Incorporating all amendments to ~~22nd November, 1990~~
29 September 1993)

1. The name of the Company is "Juana Limited"*
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (1) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities.
 - (2) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
 - (3) To undertake any manufacturing, processing, assembly or similar business.
 - (4) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise

Note:

- * The Company was incorporated under the name "Alnery No. 1024 Limited" and adopted its present name on 22nd November, 1990.



- (5) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every kind of transaction in relation to shares, debentures, securities and investments of every kind (including, but without limitation, those issued by the government of any country or territory, any public authority or any international organisation) and to carry out, manage, underwrite or arrange any issue, offering or distribution of any securities or investments of any kind.
- (6) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.
- (7) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (8) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
- (9) To provide management, administrative, advisory, professional and technical services of any kind and in any manner.
- (10) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (11) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
- (12) To enter into all forms of distributorship, franchise, licensing and agency transactions.
- (13) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to

sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.

- (14) To borrow or raise money by any method and to obtain any form of credit or finance.
- (15) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by the Company.
- (16) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person
- (17) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (18) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
- (19) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.

- (20) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (21) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.
- (22) To support and subscribe to any charitable or public object whatsoever and to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business.
- (23) To distribute among the members of the Company in kind any assets of the Company.
- (24) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
- (25) To exercise any power of the Company for any consideration of any kind or for no consideration whatsoever.

- (26) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others,
- (27) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared -

- (a) that this clause shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation,
- (b) that each of the subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
- (c) that each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause,
- (d) that in this clause -
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent,
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it,
 - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent,
 - (iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation;
 - (v) "transaction" includes any scheme, arrangement and project.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 Shares of £1 each.*

*Note: By ordinary resolution passed on 8th November, 1990 each issued and unissued ordinary share of £1 each in the capital of the Company was sub-divided into 10 ordinary shares of £0.10 each so that the share capital of the Company is £100 divided into 1,000 shares of £0.10 each

By special resolution passed on 29 September 1993 the share capital was increased to £50,000 by the creation of an additional 499,000 ordinary shares of £0.10 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

ALNERY INCORPORATIONS
No. 1 LIMITED
4th Floor
9 Cheapside
London EC2V 6AD

ONE

D. W. STEWART

.....
A duly authorised signatory
for and on behalf of Alnery
Incorporations No. 1 Limited

ALNERY INCORPORATIONS
No. 2 LIMITED
4th Floor
9 Cheapside
London EC2V 6AD

ONE

E. G. ROUSE

.....
A duly authorised signatory
for and on behalf of Alnery
Incorporations No. 2 Limited

DATED 1ST JUNE 1990

WITNESS to the above signatures:-

A. J. CANTWELL
9 Cheapside
London EC2V 6AD

Company number
2514519

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
JUANA LIMITED

PRELIMINARY

1. Except as otherwise provided in these Articles, the regulations contained or incorporated in Table A shall apply to the Company. For the purposes of these Articles, 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. These Articles and the regulations incorporated in them shall take effect subject to the requirements of the Act and of every other Act for the time being in force affecting the Company (together "the Statutes").
3. In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders, words importing persons include corporations and the expression "paid up" includes credited as paid up.

SHARE CAPITAL

4. (1) The directors are generally and unconditionally authorised (for the purposes of section 80 of the Act) at any time or times during the period of five years from the date of the incorporation of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the authorised share capital of the Company at that date.
(2) At the expiry of the period of five years, the authority contained in paragraph (1) shall expire, but the Company may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.
(3) Section 89(1) of the Act (which regulates the power to allot

equity securities, as defined in section 94 of the Act) is excluded.

SHAREHOLDERS' RESOLUTIONS

5. A resolution in writing signed by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall (subject to sections 113 and 114 of the Companies Act 1989) be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. Regulation 53 of Table A shall not apply.
6. (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this Article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

7. A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.

DIRECTORS

8. (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office.
- (2) In addition to the circumstances set out in Regulation 81 of Table A, the office of a director shall be vacated if he is removed from that office in accordance with this Article.
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (4) The directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.
9. (1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

10. (1) In addition to the persons mentioned in Regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.

- (2) Any person appointed as an alternate director shall vacate his office as an alternate director:
- (a) if and when the director by whom he has been appointed ceases to be a director; or
 - (b) if the director by whom he has been appointed removes him by written notice to the Company; or
 - (c) in the event of any circumstances which, if he were a director, would cause him to vacate that office.

Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

11. (1) The powers of the directors mentioned in Regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

12. (1) A director who is in any way, whether directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Statutes.
- (2) Subject to such disclosure, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his votes shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
13. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulations 66 and 88 of Table A shall be amended accordingly.
14. Regulation 13 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile or telex".

15. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

(a) to hear each of the other participating directors addressing the meeting; and

(b) if he so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.

- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of Article 12.

- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

16. The directors shall provide for the safe custody of the seal and of any official seal for use abroad in accordance with the Statutes. The seals shall only be used with the authority of the directors or of a committee of the directors authorised by the directors for that purpose. Every instrument to which the seal is affixed shall be signed by a director and countersigned by the secretary or by a second director or by some other person appointed for the purpose by the directors or the committee. Regulation 101 of Table A shall not apply.

NOTICES

17. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.

18. Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
- (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY

19. Subject to the provisions of the Statutes, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in, or in relation to, the execution and discharge of his duties, and no director, auditor, secretary 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 or in relation to the duties of his office. Regulation 118 of Table A shall not apply.

NAMES AND ADDRESSES OF SUBSCRIBERS

Alnery Incorporations No. 1 Limited
9 Cheapside
Fourth Floor
London EC2V 6AD

D. W. STEWART

.....
A duly authorised signatory
for and on behalf of Alnery
Incorporations No. 1 Limited

Alnery Incorporations No. 2 Limited
9 Cheapside
Fourth Floor
London EC2V 6AD

E. G. ROUSE

.....
A duly authorised signatory
for and on behalf of Alnery
Incorporations No. 2 Limited

Dated 1ST JUNE 1990

Witness to the above signatures:

A J Cantwell
9 Cheapside
London EC2V 6AD

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

For official use

Company number

--	--	--	--

2514519

Name of company

* JUANA LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 29 September 1993 the nominal capital of the company has been
increased by £ 49,900 beyond the registered capital of £ 100.

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

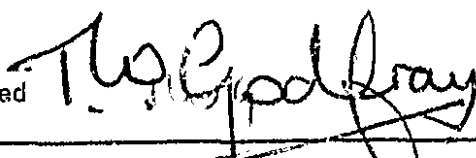
A copy of the resolution authorising the increase is attached. §

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:

**RANKING IN ALL RESPECTS PARI PASSU WITH THE EXISTING ORDINARY
SHARES IN THE CAPITAL OF THE COMPANY**

Please tick here if
continued overleaf☐§ delete as
appropriate

Signed



[Signature] Secretary† Date 29.9.93

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JORDAN'SJORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 8EC
TELEPHONE 01 253 0000
TELEX 28 0010Presentor's name address and
reference (if any):TWG
FARM ROAD
HENLEY ON THAMES
RG9 1LJ

For official Use

General Section



Post room



225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin.

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

* 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 5 overleaf before completing this form.

† delete as appropriate

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

2514519

Name of company

JUANA LIMITED

2. gives notice that the company's new accounting reference date on which the current 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 0 3

3. The current 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 1 0 3 1 9 9 4

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

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

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

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

and it is still in force.

6. Signed T.W. Godfrey Designation Secretary Date 22/3/94

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

T.W.G.
Farm Road
Henley on Thames
RG9 1ET

For official use
D.E.B.

COMPANIES
D.E.B.
MAR 1994

Post room
23 MAR 1994

HOUSE

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