

C**COMPANIES FORM No. 12****12****Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

--	--	--

--

Name of company

FARA ENTERPRISES LIMITED Insert full
name of CompanyI, ROBIN ALISTAIR WATERER
of 1, TEMPLAR STREET, LONDON SE5 9JBdelete 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 35 NORWICH STREET
LONDON EC4A 1BD

Declarant to sign below

the Sixth day of March
One thousand nine hundred and Ninety-Two
before me Andrew CullenA.C. Cullen

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):

MAC ARLANES
1, NORWICH ST.
LONDON EC4A 1BD

For official Use

New Companies Section

Post room

Package: 'Laserform'
by Laserform International Ltd.

Companies House Approval No: CHA 116

10

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

This form should be completed in black.

Company name (in full)

CN 02697467

For official use

E

FARA ENTERPRISES LIMITED

Registered office of the company on
incorporation.

RO 1, TEMPLAR STREET,

Post town LONDON

County/Region

Postcode SE5 9JB

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

X

Name MESSRS. MACFARLANES

RA 10, NORWICH STREET,

Post town LONDON

County/Region

Postcode EC4A 1BD

Number of continuation sheets attached

To whom should Companies House
direct any enquiries about the
information shown in this form?

MESSRS. MACFARLANES (Ref: BRA/515498)

10, NORWICH STREET,

LONDON

Postcode EC4A 1BD

Company Secretary

ne

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given
In the case of a corporation, give the
registered or principal office address.

Consent signature

Directors

Please list directors in alphabetical order:

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CS	MR.
ROBIN ALISTAIR	
WATERER	
AD	1, TEMPLAR STREET,
Post town	LONDON
County/Region	
Postcode	SE5 9JB
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	<i>R Waterer</i>
Date	6 th March 1992

CD	MRS.
BIBI RAHIMA	
ALLY	
AD	68, RUSKIN ROAD,
Post town	CARSHALTON,
County/Region	SURREY
Postcode	SM5 3DH
Country	ENGLAND
DO	0 1 0 1 6 0
Nationality	NA BRITISH
OC	COMPANY DIRECTOR
OD	SEE ATTACHED LIST
I consent to act as director of the company named on page 1	
Signed	<i>Bibi Rahima</i>
Date	6 th March 1992

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

MR.

ROBIN ALISTAIR

WATERER

AD

1, TEMPLAR STREET,

Post town LONDON

County/Region

Postcode SE5 9JB

Country ENGLAND

DO

01701856

Nationality

NA

BRITISH

OC

SOLICITOR

OD

R.R. WATERER & CO.

THE REFUGE TRUST

I consent to act as director of the company named on page 1

Signed

R.R. Waterer

Date 6th March 1992

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

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

Signed

R.R. Waterer

Date 6th March 1992

Signed

B.D. R. Ally

Date 6th March 1992

Signed

Date

Signed

Date

Signed

Date

Signed

Date

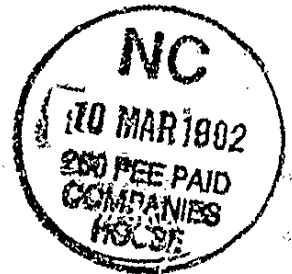
All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

DIRECTORSHIPS OF BIRI RAJMA ALLY

Charles Boswell (Gunmakers) Limited
CPM Environmental Limited
Environmental Auditing Limited
Environmental Auditors Limited
Fleming Road Management Company Limited
Thameside Park (Barking) Management Limited

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

FARA ENTERPRISES LIMITED

- 02697467
1. The Company's name is FARA ENTERPRISES LIMITED.
 2. The Company's registered office is to be situated in England and Wales.
 3. The Company's objects are:
 - (A)
 - (1) To carry on the business of general merchants, importers, exporters, manufacturers, brokers and dealers both wholesale and retail in all manner of goods.
 - (2) To provide or procure the provision of services of any kind.
 - (3) To act as agents and brokers for the sale or purchase of goods and the provision of services and travel.
 - (B) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
 - (C) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
 - (D) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
 - (E) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode

24465

and partly in another and generally on such terms as may be determined.

- (F) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, both present and future including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.
- (G) To stand surety for or guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular, but without prejudice to the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien as aforesaid or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of any such holding company or a subsidiary (as defined by the said Section) of the Company.
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- (I) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to 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 any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time directors or officers of the Company, or of any such other company as aforesaid, and the spouses, widows, widowers, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or 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 the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- (J) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would, or might derive any benefit, whether direct or indirect.
- (K) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company, or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (L) To amalgamate with any other company.
- (M) To sell or dispose of the undertaking, property and assets of the Company or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- (N) To distribute any of the Company's property or assets among the members in specie.
- (O) To cause the Company to be registered or recognised in any foreign country.
- (P) To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise.
- (Q) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word 'company' in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United

Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1.00 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. Robin Alistair Waterer 1 Templar Street London SE5 9JB	<i>R A Waterer</i> 1
2. Bibi F. nima Ally 68 Ruskin Road Carshalton Surrey SM5 3DH	<i>B F Ally</i> 1
Total shares taken	2

Dated 6th March 1992

Witness to the above signatures,

Ronald Anthony Robinson
10 Norwich Street
London EC4A 1BD

R A Robinson

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

FARA ENTERPRISES LIMITED

INTRODUCTORY

1.1 The Regulations contained or incorporated in 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 (hereinafter called "Table A") shall apply to the Company, save insofar as they are varied or excluded by or are inconsistent with the following Articles.

1.2 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation.

1.3 Regulations 26, 40, 73 to 77 (inclusive), 80, 90, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company

2. In these Articles, the expression "the Controlling Shareholder" means the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company.

SHARE CAPITAL

3. The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1.00 each.

4.1 No share or beneficial interest in a share shall be issued or transferred to or held by any person other than the Controlling Shareholder or some other person or company ("the Nominee") expressly nominated for the purpose by the Controlling Shareholder in writing, but subject to that all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such

persons, at such times and on such terms and conditions as they think proper, subject to section 80 of the Act and provided that no share shall be issued at a discount.

4.2 The provisions of sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

TRANSFER OF SHARES

5.1 The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid. In its application to the Company Regulation 24 of Table A shall be modified by the deletion of the first sentence.

5.2 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the Register of Members of the Company require the Nominee to transfer all or any shares registered in his name to the Controlling Shareholder or any other person specified in the notice for no consideration. If the Nominee shall fail, within 48 hours after service of the notice, to transfer the shares in question, the Directors may authorise any person to execute on behalf of and as attorney for the Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the Register as the holder of the shares in question. After the name of the transferee has been entered in the Register in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person.

GENERAL MEETINGS

6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case two members present in person or by proxy or representative shall be a quorum.

DIRECTORS

7. In its application to the Company, Regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one".

8. The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any Director (whether or not appointed by him or it pursuant to this Article).

9. In its application to the Company, Regulation 65 of Table A shall be modified by the deletion of the words "approved by

resolution of the Directors and".

10.1 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words "... and may also determine the rotation in which any additional Directors are to retire".

10.2 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences.

10.3 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the final sentence.

11. In its application to the Company, Regulation 81 of Table A shall be modified by the deletion of paragraph (e) and the substitution of the following paragraph:-

"(e) he is removed from office under the provisions of Article 8 of the Company's Articles of Association."

12. In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third sentence.

PROCEEDINGS OF DIRECTORS

13. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, provided that if the number of Directors is less than the minimum number fixed by these Articles or by the Company in General Meeting from time to time the continuing Directors or sole Director may act only for the purpose of filling vacancies or of calling a General Meeting. Whenever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all powers and discretions vested in the Directors and, in its application to the Company, Regulation 89 of Table A shall be modified accordingly.

14. A Director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors. The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article.

EXECUTION OF DOCUMENTS

15. In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence:-

"Any instrument expressed to be executed by the Company and signed by two Directors or one Director and the Secretary by the authority of the Directors or of a committee authorised by the Directors shall (to extent permitted by the Act) have effect as if executed by affixing the seal."

INDEMNITY

16. Subject to section 310 of the Act:-

16.1 every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office, 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 under Section 144 or 727 of the Act in which relief is granted to him by the Court, and 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 otherwise in relation to his office;

16.2 the Directors may purchase and maintain insurance for any such Director or other officer against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

TELEPHONE BOARD MEETINGS

17. Any Director who participates in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times such Director and such Director to hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

NAMES AND ADDRESSES OF SUBSCRIBERS

Robin Alistair Waterer
1 Templar Street
London SE5 9JB

RA Waterer

Bibi Rahima Ally
38 Ruskin Road
Carshalton
Surrey SM5 3DH

Bibi Rahima Ally

Dated: 6th March, 1992

Witness to the above signatures,

Ronald Anthony Robinson
10 Norwich Street
London EC4A 1BD

RA Robinson

FILE COPY



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

No. 2697467

I hereby certify that

FARA ENTERPRISES 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 16 MARCH 1992

P. Bevan
P. BEVAN

an authorised officer