



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

--	--	--	--	--

--

Name of company

* CHARCO 399 LIMITED

* insert full
name of Company

I, ADRIAN CORR

of HALE COURT, LINCOLN'S INN, LONDON WC2A 3UL

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 16(2)(b)~~ 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 213 Curzon Street
London EC4A 1NE

Declarant to sign below

the 26th day of May

One thousand nine hundred and ninety-two

before me Stephen Davis
STEPHEN DAVIS

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

Adrian Corr

Presentor's name address and
reference (if any): AGCCHARLES RUSSELL
HALE COURT
LINCOLN'S INN
LONDON WC2A 3UL

For official Use

New Companies Section

Post room



OYEZ
CHA1

10

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

This form should be completed in black.

Company name (in full)

<input type="checkbox"/> CN	2719477	For official use <input checked="" type="checkbox"/>
CHARCO 399 LIMITED		

Registered office of the company on
incorporation.

<input type="checkbox"/> RC	HALE COURT
	LINCOLN'S INN
Post town	LONDON
County/Region	
Postcode	WC2A 3UL

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.

☐

Name	
<input type="checkbox"/> RA	
Post town	
County/Region	
Postcode	

Number of continuation sheets attached

☐

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

MARY CURRAN at CHARLES RUSSELL, HALE COURT, LINCOLN'S INN,	
LONDON	
Postcode	WC2A 3UL
Telephone	071-242 1031
Extension	2054

Company Secretary (See notes 1 - 5)

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.

Consent signature**CS** HALCO SECRETARIES LIMITED**AD** HALE COURT

LINCOLN'S INN

Post town LONDON

County/Region

Postcode WC2A 3UL Country

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

Signed

Date 26th May 1992

FOR AND ON BEHALF OF HALCO SECRETARIES LIMITED

Directors (See notes 1 - 5)

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**CD** HALCO MANAGEMENT LIMITED**AD** HALE COURT

LINCOLN'S INN

Post town LONDON

County/Region

Postcode WC2A 3UL Country

DO

Nationality NA

OC

COMPANY FORMATION AGENT

OD

CHARCO COMPANIES

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

Signed

Date 26th May 1992

(See notes 1 - 5)

***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

Delete if the form
is signed by the
subscribers.

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

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

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality

NA

OC

OD

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

Signed

Date

Signature of agent on behalf of all subscribers Date

FOR AND ON BEHALF OF HALCO SECRETARIES LIMITED

Signed Date 26th May 1992

FOR AND ON BEHALF OF MALCO MANAGEMENT LIMITED

Signed  Date 26th May 1992

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CHARCO 399 LIMITED

1. The name of the Company is "CHARCO 399 LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding

agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

- (b) To carry on any other business of a similar nature, or any business which may in the opinion of the directors be conveniently carried on by the Company.
- (c) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
- (d) To manufacture, prepare, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, preparers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (e) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (f) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (g) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (h) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provisions.

- (i) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (j)
 - (i) To carry on the business of an investment or property company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
 - (ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
 - (iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.
- (k) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (l) To enter into any arrangement with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.

- (m) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligations in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (n) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (o) To amalgamate or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person.
- (p) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (q) To apply for, purchase or otherwise acquire any interest in any copyright, designs, patents, brevets d'invention, trade marks, licences, concessions, know how, confidential information and the like conferring any exclusive or non-exclusive or limited right to use any processes, or other information in relation to the Company's business or any part thereof or generally any inventions which may seem to the Company capable of being usefully dealt in; to use, exercise, develop, manufacture under or grant licenses in respect of or otherwise turn to account any such copyright, designs, patents, brevets d'invention, trade marks, licences, concession, know how, confidential information and the like and information generally and to carry

on the business of an inventor, designer or research organisation.

- (r) To sell, exchange, mortgage, charge, let or rent, share of profit, royalty or otherwise, grant licenses, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (s) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any purpose.
- (t) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.
- (u) To pay all the costs, charges, and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (v) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been

directors of, who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (w) To case carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (x) To distribute any of the property of the Company among its creditors and members in specie or kind.
- (y) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (z) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.
- (aa) To do all such other things as in the opinion of the Company are of may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company " in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and

whether formed, incorporated domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid shares, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by references to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.


NAMES, ADDRESSES AND
DESCRIPTION OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

HALCO SECRETARIES LIMITED
Hale Court
Lincoln's Inn
London WC2A 3UL

1
For and on behalf
Halco Secretaries
Limited

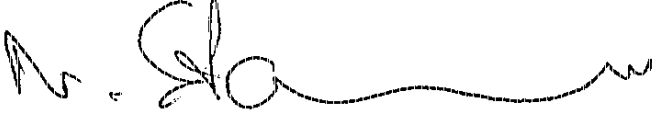
Company Formation


James Douglas Holder
Director/Secretary

HALCO MANAGEMENT LIMITED
Hale Court
Lincoln's Inn
London WC2A 3UL

1
For and on behalf of
Halco Management
Limited

Company Formation

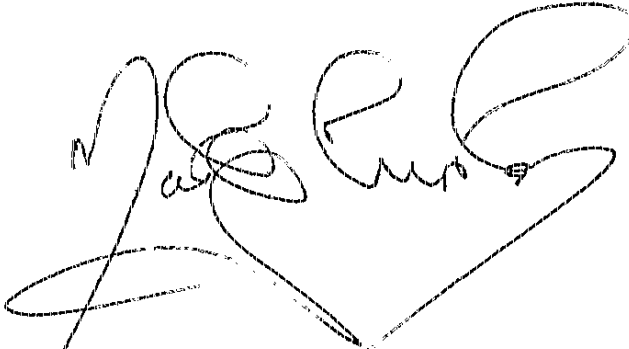

Norman Harold Starritt
Director/Secretary

DATED this 26th day of May
One thousand nine hundred and ninety two

WITNESS to the above signatures:-

Mary Curran
Hale Court
Lincoln's Inn
London WC2A 3UL

Secretary



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CHARCO 399 LIMITED

PRELIMINARY

1. In these Articles and in Table A:-

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

"Table A" means Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

2. (A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

(B) Regulations 24, 46, 50, 73-80 inclusive, 94-97 inclusive and

118 in Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARE CAPITAL

3. The capital of the Company at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

SHARES

4. (A) The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 80(7) of the Act, the authority hereby conferred shall expire five years after the date of the adoption of these Articles unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.
- (B) The Company may at any time and from time to time prior to the expiry of the authority conferred by paragraph (A) of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.
- (C) Save as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine.
- (D) In this Article "relevant securities" shall have the meaning ascribed thereto by Section 80(2) of the Act and references to the allotment of relevant securities shall be construed in the same manner as in that Section.

5. By virtue of Section 91 of the Act the provisions of Section 89(1) of the Act shall not apply to the Company.
6. The lien conferred by Regulation 8 in Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said Regulation 8 shall be modified accordingly.
7. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSMISSION OF SHARES

8. The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 in Table A shall be modified accordingly.

TRANSFERS OF SHARES

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

GENERAL MEETINGS

10. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy and entitled to vote, and a demand by a person as proxy for a member shall be the same as a demand by the member. The Chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting.
11. If at any adjourned meeting of meetings of members of the Company

a quorum is not present within half an hour from the time appointed for the meeting, the member present shall be a quorum.

12. For the purpose of Regulation 53 in Table A a director or secretary of a corporation which is for the time being a member shall be deemed to be a person authorised to execute a resolution on behalf of that corporation.
13. A proxy shall be entitled to vote on a show of hands and Regulation 54 in Table A shall be modified accordingly.

DIRECTORS

14. The number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A. Regulations 64 and 89 in Table A shall be modified accordingly.
15. A director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any general meeting and at any separate general meeting of the holders of any class of shares in the capital of the Company.
16. A director shall be paid such remuneration by way of salary, commission or percentage of profits or otherwise as the directors may determine. Regulation 82 in Table A shall be modified accordingly.

ALTERNATE DIRECTORS

17. Each director shall have the power from time to time to appoint any other director or any person approved by the directors (such approval not to be unreasonably withheld) to act as an alternate director and may remove from office an alternate director as appointed by him. Regulation 65 in Table A shall be modified accordingly.
18. (A) The remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such part (if any) of such remuneration as shall be agreed between the alternate director and the director appointing him. Regulation 66 in Table A shall be modified accordingly.

(B) The alternate director shall benefit from the indemnity set out in Article 27.

PROCEEDINGS OF DIRECTORS

19. Subject to the provisions of Part X of the Act a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.
20. At any meeting of the directors or of any committee of the directors the chairman shall not have a casting vote or second vote on an equality of votes and Regulation 88 of Table A shall be modified accordingly.
21. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

22. The directors shall have power at any time and from time to time, to appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors.
23. Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed on its behalf

by one of its directors, and shall take effect upon lodgement at the registered office of the Company.

24. Regulation 81(e) in Table A shall not apply if the absent director shall have appointed an alternate director who has not been similarly absent during the period referred to therein.
25. The Company may at any time and from time to time by ordinary resolution appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.

DIVIDENDS

26. Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid. Regulation 104 in Table A shall be construed accordingly.

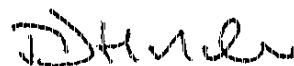
INDEMNITY

27. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 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 in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

HALCO SECRETARIES LIMITED
HALE COURT
LINCOLN'S INN
LONDON WC2A 3UL

For and on behalf of
Halco Secretaries Limited



James Douglas Holder
Director/Secretary

Company Formation

HALCO MANAGEMENT LIMITED
HALE COURT
LINCOLN'S INN
LONDON WC2A 3UL

For and on behalf of
Halco Management Limited



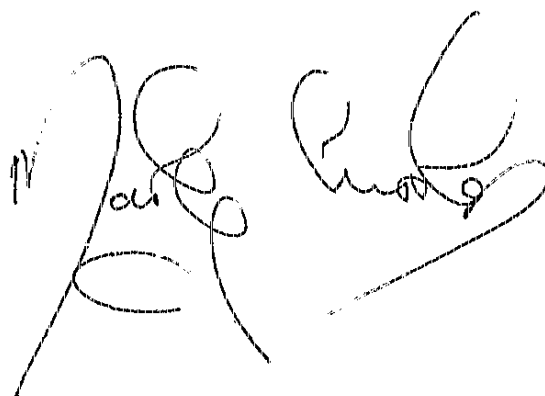
Norman Harold Starritt
Director/Secretary

Company Formation

DATED this 26th day of May
One thousand nine hundred and ninety two

WITNESS to the above signatures:-

Mary Curran
Hale Court
Lincoln's Inn
London WC2A 3UL



FILE COPY



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

No. 2719477

I hereby certify that

CHARCO 399 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 2 JUNE 1992

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer

No of Company: 2719477



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CHARCO 399 LIMITED

Passed on 13th July 1992

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Hale Court, Lincoln's Inn, London WC2A 3UL on the 13th day of July 1992 the subjoined SPECIAL RESOLUTION was duly passed viz:

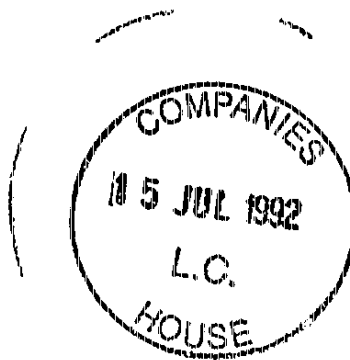
SPECIAL RESOLUTION

THAT the name of the Company be changed to "Videotron Corporation (Services) Limited".

Dated this 13th day of July 1992

FOR AND ON BEHALF OF
HALCO SECRETARIES LTD

DIRECTOR/SECRETARY



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2719477

The Registrar of Companies for England and Wales hereby certifies that

CHARCO 399 LIMITED

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

VIDEOTRON CORPORATION (SERVICES) LIMITED

Given at Companies House, London, the 15th July 1992

A handwritten signature in black ink, appearing to read 'C. Carr'.

MR. C. CARR

For The Registrar Of Companies



C O M P A N I E S H O U S E

G

COMPANIES FORM No. 224

224**Notice of accounting reference date**
(to be delivered within 9 months of
incorporation)Please do not
write in
this margin.Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block lettering.To the Registrar of Companies
(Address overleaf)

Company number

2719477

*Insert full name
of company.

Name of company

* VIDEOTRON CORPORATION (SERVICES) LIMITED

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 8

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

FOR AND ON BEHALF OF
HALCO MANAGEMENT LTDInsert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver (Scotland)
as appropriate.Signed **DIRECTOR/SECRETARY**Designation **DIRECTOR**Date **22/7/92**Presenter's name address telephone
number and reference (if any): DHBCharles Russell
Hale Court
Lincoln's Inn
London
WC2A 3ULFor official use
D.E.B.

Post room

24 JUL 1992



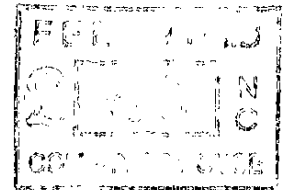
The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Criniscott Street, London SE1 5TS.

Companies G224

1992 Edition
6 90 F17380
5019181

271092
CCR

No of Company: 2719477



The Companies Act 1985

SPECIAL RESOLUTION

OF

VIDEOTRON CORPORATION (SERVICES) LIMITED

Passed on 15th October 1992

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 11-29 Belmont Hill, Lewisham, London SE13 5AU on the 15th day of October 1992 the subjoined SPECIAL RESOLUTION was duly passed viz:

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Videotron Corporation Limited".

Dated this 15th day of October 1992


.....
DIRECTOR/SECRETARY

@ H0805029427
C/N t 500 3/3

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2719477

The Registrar of Companies for England and Wales hereby certifies that

VIDEOTRON CORPORATION (SERVICES) LIMITED

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

VIDEOTRON CORPORATION LIMITED

Given at Companies House, London, the 21st October 1992

A handwritten signature in black ink, appearing to read 'G. Carr'.

MR. G. CARR

For The Registrar Of Companies



C O M P A N I E S H O U S E

2719477

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

VIDEOTRON CORPORATION LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on Friday 22 July 1994 at Videotron House, 76 Hammersmith Road, London W14 8UD the following resolutions were duly passed as Elective Resolutions of the Company:-

ELECTIVE RESOLUTIONS

1. THAT pursuant to Section 366A of the Companies Act 1985 (the "Act") the Company elects to dispense with the holding of Annual General Meetings in 1995 and subsequent years.
2. THAT pursuant to Section 252 of the Act the Company elects to dispense with the laying of accounts and reports before the Company in General Meeting.
3. THAT pursuant to Section 386 of the Act the Company elects to dispense with the obligation to appoint auditors annually.

.....
Chairman



VIDEOTRON CORPORATION LIMITED

MINUTES of an Extraordinary General Meeting of the Company held at Videotron House, 76
Hammersmith Road, London W14 8UD on Friday 22 July 1994 at 12.30 pm

Present: N Kane - representing Videotron Holdings Plc

In attendance: B L Herrmann - Secretary

1. Quorum and Chairman

It was noted that the meeting had been duly convened and that a quorum was present. Mr Brunel, for and on behalf of Videotron Holdings Plc, took the Chair for the meeting.

2. Notice of EGM

The Notice convening the Meeting was, by general consent, taken as read.

3. Resolution no.1

The Chairman proposed resolution no.1 set out in the Notice as an Elective Resolution of the Company. The Chairman having put the resolution to the Meeting declared it duly passed a an Elective Resolution.

4. Resolution no.2

The Chairman proposed resolution no.2 set out in the Notice as an Elective Resolution of the Company. The Chairman having put the resolution to the Meeting declared it duly passed a an Elective Resolution.

5. Resolution no.3

The Chairman proposed resolution no.3 set out in the Notice as an Elective Resolution of the Company. The Chairman having put the resolution to the Meeting declared it duly passed a an Elective Resolution.

6. Termination

There being no further business, the meeting was closed.

.....
Chairman