



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

Company No. 2913976

The Registrar of Companies for England and Wales hereby certifies that
MALDOME LIMITED

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

Given at Companies House, Cardiff, the 29th March 1994

P. Bevan
P. BEVAN

For the Registrar of Companies



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

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

To the Registrar of Companies

For official use

For official use

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

Name of company

* MALDOME LIMITED	
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I, COMBINED SECRETARIAL SERVICES LIMITED

of 16 - 26 BANNER STREET

LONDON

EC1Y 8QE

* insert full
name of Company

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 33 Crwys Road
Cardiff CF2 4YF

Declarant to sign below

the 21st day of MARCH

One thousand nine hundred and

before me

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

authorised signatory

ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

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

ICC COMPANY FORMATIONS
33 Crwys Road
Cardiff
CF2 4YF

Telephone 0222 692967

ICC COMPANY FORMATIONS

For official Use

New Companies Section

Post room

ICC

ICC**COMPANY FORMATIONS**

CHA 8

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

For official use

MALDOME LIMITEDRegistered office of the company on
incorporation.**RO**33 CRWYS ROADPost town CARDIFF

County/Region

Postcode CF2 4YFIf 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 ICC COMPANY FORMATIONS**RA**33 CRWYS ROADPost town CARDIFF

County/Region

Postcode CF2 4YF

Number of continuation sheets attached

☐To whom should Companies House
direct any enquiries about the
information shown in this form?ICC COMPANY FORMATIONSCARDIFFPostcode CF2 4YFTelephone 0222 372354

Extension

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

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

COMBINED SECRETARIAL SERVICES LIMITED

AD

16-26 BANNER STREET

Post town **LONDON**

County/Region

Postcode **EC1Y 8QE**

Country

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

Signed

Nicholas

Date

21.3.94

AUTHORISED SIGNATORY ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

CD

COMBINED NOMINEES LIMITED

AD

16-26 BANNER STREET

Post town **LONDON**

County/Region

Postcode **EC1Y 8QE**

Country

DO

Nationality

NA

N/A

OC

N/A

OD

NONE

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

Signed

Nicholas

Date

21.3.94

AUTHORISED SIGNATORY ON BEHALF OF COMBINED NOMINEES LIMITED

Name

*Style/Title

CD

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

COMBINED SECRETARIAL SERVICES LIMITED

AD

16-26 BANNER STREET

Post town **LONDON**

County/Region

Postcode **EC1Y 8QE**

Country

DO

Nationality

NA

N/A

OC

N/A

OD

NONE

Date of birth

Business occupation

Other directorships

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

Signed

Nicholas

Date

21.3.94

Consent signature

AUTHORISED SIGNATORY ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers

Date

21.3.94

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

Signed

Date

Signed

Date

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.

RECEIVED
JAN 19 1964
U.S. HOUSE OF REPRESENTATIVES

of MALDOME LIMITED

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

185746

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock; either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) 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 any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and ~~to~~ acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

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

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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.

Name Addresses and Description
Of Subscribers

Number of Shares taken
by each subscriber

Combined Nominees Limited,
16-26 Banner Street,
London EC1Y 8QE.

ONE

Nicholas

authorised signatory

ON BEHALF OF COMBINED NOMINEES LIMITED

Combined Secretarial Services Limited,
16-26 Banner Street,
London EC1Y 8QE

ONE

Nicholas

authorised signatory

ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

TOTAL NUMBER OF SHARES TAKEN UP

TWO

Dated the 1st day of *JANUARY 1994*

Witness to the above Signatures:

B.R. Millar,

*CRWYS HOUSE
33 CRWYS RD
CARDIFF
CF 2 44F.*

B.R. Millar

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MALDOME LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as 'Table A'), and made pursuant to the provisions of the Companies Act (hereinafter referred to as 'The Act') shall apply to the Company.
- (b) Regulations 24,35,40,73,74,75 and 77 to 81 inclusive of Table A shall not apply to the Company.
- (c) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARES

2. (a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):
 - (i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.
 - (ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.

- (b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.
- (c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4.(a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to the provisions of Part V of the Act-

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

TRANSFER OF SHARES

7. 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.

PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".

9. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

10.(a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".

(b) In regulation 59 of Table A, the second sentence shall be omitted.

11. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their respective representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

APPOINTMENT AND REMOVAL OF DIRECTORS

12. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 of the Act. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

13. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

14. The office of a Director shall be vacated if-

(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(d) he resigns his office by notice to the Company.

PROCEEDINGS OF DIRECTORS

15.(a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

(b) In regulation 64 of Table A for the word "two" there shall be substituted the word "one" and in the first sentence of regulation 89 of Table A for the word "two" there shall be substituted the word "one".

16. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

18. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

INDEMNITY

19. Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

SECRETARY

20. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Combined Nominees Limited,
16-26 Banner Street,
London EC1Y 8QE.

Trichas

authorised signatory
ON BEHALF OF COMBINED NOMINEES LIMITED

Combined Secretarial Services Limited,
16-26 Banner Street,
London EC1Y 8QE.

Trichas

authorised signatory
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Dated the 1st day of *JANUARY* 1994

Witness to the above Signatures:

B.R. Millar,
CRWYS HOUSE
33 CRWYS RD
CARDIFF
CF2 4YF.

B.R. Millar

The Companies Act 1989

Company Number: 2913976

SPECIAL RESOLUTION

of

MALDOME LIMITED

At an Extraordinary General Meeting of the Members of the above named Company,
duly held and convened at Crwys House, 33 Crwys Road, Cardiff, CF2 4YF, on the
4th day of May 1994, the following Special Resolution was duly passed;

***AMENDMENT TO
MEMORANDUM
AND ARTICLES
OF ASSOCIATION:***

That the draft Memorandum and Articles of Association
laid before this Meeting and for the purpose of
identification subscribed to by the Chairman thereof, be
and the same are hereby adopted as the Memorandum
and Articles of Association of the Company in
substitution for, and to the exclusion of the existing
Regulations thereof; (as attached)

DIRECTOR:.....

(An Authorised Signatory on behalf of Combined Nominees Limited)

***Presented by; ICC COMPANY FORMATIONS
CRWYS HOUSE, 33 CRWYS ROAD,
CARDIFF, CF2 4YF.***



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

MALDOME LIMITED

Adopted by Special Resolution on 4th May, 1994.

1. The name of the company is MALDOME LIMITED.
2. The registered office of the company shall be in England.
3. The objects for which the company is established are:
 - (A) To carry on the business of an investment and holding company and to invest and deal in shares, stocks, debentures and securities of any kind issued or guaranteed by any body of whatever nature and wheresoever constituted or carrying on business.
 - (B) To carry on any other business whatsoever which can in the opinion of the directors be advantageously or conveniently carried on by the company by way of extension of or in connection with any business which the company is authorised to carry on, or which is calculated directly or indirectly to develop any business which the company is authorised to carry on, or to increase the value of, or turn to account, any of the company's assets, property or rights.
 - (C) To pay preliminary expenses of the company, and of any company formed or promoted by the company.
 - (D) To acquire the whole or any part of the business, property and liabilities of any company or person possessed of property suitable for the purposes of the company, or carrying on or proposing to carry on any business which the company is authorised to carry on, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the company, and to undertake and carry on or to liquidate and wind up any such business.



- (E) To establish or promote, or concur in establishing or promoting, any company for the purposes of acquiring the whole or any part of the property, business or undertaking of the company or for furthering any of the objects of the company and to acquire and hold any shares, stock, securities or debentures, of, or other investments in, any such company and to issue, place, underwrite or guarantee, or concur in issuing, placing, underwriting or guaranteeing, the subscription for any shares, stock, securities or debentures of, or other investments in, any company whatsoever.
- (F) To acquire and hold any shares, stock, securities or debentures of, other investments in, any company having objects wholly or in part similar to those of the company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (G) To amalgamate with any other company whose objects include carrying on any business which the company is authorised to carry on, and to re-construct the company in any manner.
- (H) To sell, lease, grant licences, easements and other rights over and in any other manner dispose of the undertaking, property, assets, rights and effects of the company or any part thereof for such consideration as the directors may think fit.
- (I) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights and privileges for any purpose in connection with any business which the company is authorised to carry on.
- (J) To construct, maintain, alter, enlarge or replace any buildings, works, plant and machinery for any purpose in connection with any business which the company is authorised to carry on.
- (K) To pay for any property rights or easements acquired by the company either in cash or in exchange for any stock, shares, securities or debentures of, or other investments in, any company as the directors may think fit, and to accept any stock, shares, securities, debentures of, or other investments in, any company as the directors may think fit in payment or part payment of any obligation of any company.

- (L) To vest any real or personal property rights or interests acquired by or belonging to the company in any company or person on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (M) To apply for, take out, purchase or otherwise acquire and maintain any designs trade marks, patent rights, inventions, copyrights or secret processes and any other intangible property and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, any such property rights and information.
- (N) To receive money on deposit or loan (with or without allowance of interest) and to borrow, raise or secure the payment of money by mortgage, charge or lien, or by the issue of debentures or debenture stock (perpetual or otherwise) or in any other manner either with or without security, and to charge all or any of the property or assets of the company (whether present or future including its uncalled capital) to support any obligation of the company or any other company or person, and collaterally or further to secure any securities of the company by a trust deed or other assurance.
- (O) To make advances to any company, firm or person with or without security, and upon such terms as the company may approve, and either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee the performance of the obligations and the payment of the capital and principal (together with any premium) of and any dividends or interest on any stocks, shares, or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future, due owing or incurred to bankers) of any company, firm or person, and in particular (but without limiting the generality of the foregoing) 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 a subsidiary, as defined by the said section of the company or of the company's holding company, or otherwise associated with the company in business and to create mortgages, charges or liens upon all or any of the property or assets of the company (both present and future) including its uncalled capital whether in support of any such guarantees or otherwise.

- (P) To invest and turn to account any moneys in the acquisition or upon the security of any real or personal property of any kind, by placing the same on deposit or in any other manner.
- (Q) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (R) To surrender or claim group relief and make payments for group relief for the purposes of corporation or any other tax, and to surrender or claim or make payments in respect of any other like or similar relief, and to enter into and carry into effect any agreement for such purposes.
- (S) To enter into and carry into effect any agreement or arrangement for the sharing of profits, or for the conduct of any business of the company in association with or through the agency of any other company or person, any joint adventure, or any other agreement of a like nature with any company or person.
- (T) To take all necessary or proper steps in Parliament or with national, local, municipal or other authorities in any place in which the company may have interests, for the purpose of furthering the interests of the company or of its members; to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the company or its members; and to procure the registration or incorporation of the company in or under the laws of any place outside England.
- (U) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any purpose which in the opinion of the directors is likely directly or indirectly to further the objects of the company or the interest of its members.
- (V) To grant pensions or gratuities to, and provide for the welfare of, any persons who are or at any time have been employees officers or directors of the company or the predecessors in any business of the company or of any company in which the company is in any way interested, and the families, relations, connections or dependants of any such persons; and to establish or support associations, institutions, clubs, funds and trust which may be considered likely to benefit any such persons or

otherwise advance the interests of the company or of its members; and to make payments towards insurances; to institute or contribute to pension schemes; and to establish and contribute to any scheme for the purchase by trustees of shares in the company to be held for the benefit of the company's employees; and to lend money to the company's employees to enable them to purchase shares in the company and to formulate and carry into effect any scheme for sharing the profits of the company with its employees, including officers and directors.

- (W) To undertake and carry on the office and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee of or for any company or person, scheme, trust fund, state and municipal government or other such body; to undertake and execute any trust or discretion, and to distribute amongst the beneficiaries, pensioners or other persons entitled thereto any income, capital or annuity in money or specie in furtherance of any trust.
- (X) To do all or any of the things and matters contained in this memorandum of association in any part of the world alone or in conjunction with others and as principal, agent, independent contractor, trustee, or otherwise.
- (Y) To engage in currency exchange and interest rate transactions including but not limited to dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and any other foreign exchange or interest rate hedging arrangements and such other instruments as are similar to, or derived from any of the foregoing whether for the purpose of making a profit or avoiding a loss managing a currency or interest rate exposure or any other exposure or for any other purpose.
- (Z) To do all such other things as the directors may think incidental or conducive to any of the above objects.

And it is hereby declared that none of the objects contained in any paragraph of this memorandum of association shall be restrictively construed and shall be given the widest interpretation, and shall not be limited to or restricted by reference to, or inference from, any other object or by the name of the company. No sub-clause or object or objects therein specified is, or shall be deemed to be, subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the members is limited.
5. The share capital of the company is £100 divided into 100 ordinary 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.

Name Address and Description Of Subscribers	Number of Shares taken by each Subscriber
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Combined Nominees Limited,
16-26 Banner Street,
London EC1Y 8QE.

ONE

Combined Secretarial Services Limited,
16-26 Banner Street,
London EC1Y 8QE.

ONE

Total Number of Shares To Be Taken Up	TWO
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Dated the 1st day of January 1994

Witness to the above Signatures:

B R Millar
Crwys House
33 Crwys Road
Cardiff CF2 4YF

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

MALDOME LIMITED

Adopted by Special Resolution on 4th May, 1994.

PRELIMINARY

1. Regulations numbered 8, 40, 41, 53, 64, 73 to 80 (inclusive), 89, 93, 94, and 118 of Table A in the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. No. 1052) ("Table A") shall not apply to the Company. Regulations 56 and 31 (b) or Table A as modified by Articles 12 and 21(B) below respectively and the remaining regulations of Table A, together with the following regulations, shall constitute the Articles of Association of the Company.

SHARES

2. (A) The shares in the capital of the Company from time to time shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985 ("the Act")) of the Company to such persons and generally on such terms and in such manner as they think fit.
- (B) The general authority conferred by sub-paragraph (A) of this Regulation shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The general authority shall expire on the fifth anniversary of the date of adoption of these Articles of Association, unless previously varied or revoked or renewed by the Company in general meeting.

- (C) The Directors shall be entitled under the general authority conferred by sub-paragraph (A) of this Regulation to make, at any time before the expiry of such authority, any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
3. The provisions of Section 89(1) and Section 90 sub-sections (1) to (6) of the Act shall not apply to the Company.

LIEN

4. The company shall have a first and paramount lien on every share (whether or not a fully paid share) for all moneys owed by the holder to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

TRANSFER OF SHARES

5. The transferor of a share shall be deemed to remain the holder of it until the name of the transferee is entered in the register of members in respect of such share.
6. The Directors may, in their absolute discretion refuse to register any transfer of any share whether or not it is a fully paid share without giving any reason for such refusal.

GENERAL MEETINGS

7. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution.
8. A resolution in writing signed or approved by letter, facsimile transmission or telex by or on behalf of all the members or all the holders of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company or a separate meeting of such class (as the case may be) duly convened and held and when signed or approved may consist of several documents each signed or approved as aforesaid by or on behalf of one or more of the persons aforesaid.

9. In the case of a member which is a corporation the signature of any director or the secretary of that corporation or, in the case of a share registered in the name of joint holders, the signature of any one of such joint holders,, shall be deemed to be and shall be accepted as the signature of the member concerned for all purposes including the signature of any form of proxy and the signature of any resolution in writing or other document signed or approved pursuant to Article 8.
10. No business shall be transacted at any meeting unless a quorum is present. Two persons, each being a member or a proxy for a member or a duly authorised representative of a corporation, and together holding over 50 per cent. of the shares which confer on the holders thereof the right to vote on the business to be transacted at such meeting, shall constitute a quorum.
11. If, within half an hour from the time appointed for a members' meeting, a quorum is not present, or if during the meeting such quorum ceases to be present, the meeting (if convened upon the requisition of members) shall be dissolved. In any other case the meeting shall stand adjourned to the same time, place and day in the next week or otherwise as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, a single member holding over 50 per cent. of the shares which confer on the holder or holders thereof the right to vote on the business to be transacted at such meeting, and present in person or represented by proxy or (in the case of a corporation) by a duly authorised representative, shall constitute a quorum.

DIRECTORS

12. Unless otherwise determined by the Company in general meeting the number of Directors (excluding alternate Directors) shall not be subject to any maximum but shall not be less than two.
13. Notwithstanding Section 293 of the Act, a person who has attained the age of seventy shall be capable of being appointed or elected a Director and a Director shall not be required to vacate his office at the conclusion of the annual general meeting commencing next after he attains that age.

14. Subject to the Act and provided he has disclosed his duty or interest to the Directors a Director (including an alternate Director) may vote as a Director in regard to any matter, contract or arrangement in which he has, directly or indirectly, an interest or duty which is material and he shall be included in determining the quorum for any meeting at which such matter, contract or arrangement is considered.
15. A Director or former Director shall not be accountable to the Company or the members for any benefit of any kind referred to in Regulation 87 of Table A and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

PROCEEDINGS OF DIRECTORS

16. The quorum for meetings of the Directors shall be determined by the Directors from time to time and failing such determination two Directors present in person or by an alternate shall constitute a quorum but one alternate representing two Directors shall not himself constitute a quorum.
17. A resolution in writing signed or approved by letter, facsimile transmission or telex by each Director or his alternate who was entitled at the relevant time to receive notice of a meeting of the Directors or of a Committee of Directors shall be as valid and effective as if it had been passed at a meeting of the Directors or (as the case may be) a Committee of Directors duly convened and held and when signed or approved may consist of several documents each signed or approved by one or more of the persons aforesaid.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. The Company may by extraordinary resolution remove any Director at any time and may by an ordinary resolution appoint any person who is willing to act to be a Director whether in place of a Director removed as aforesaid, or to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed the number (if any) fixed by or in accordance with these Articles as the maximum number of Directors.
19. Any person or persons for the time being holding a majority of the ordinary shares of the Company in issue may from time to time by notice to the Company remove from office any or all of the Directors for the time being and may in like manner appoint any person or persons as a Director or Directors of the Company. Any

such notice shall be in writing and signed by the holder or holders of such majority and in the case of a body corporate may be signed by any one of its Directors and shall take effect on and from the time at which it is received at the registered office of the Company or handed to the Chairman of any meeting of the Directors.

20. (A) In addition to those events referred to in Regulation 81 of Table A and subject to Article 21(B) below, the office of a Director shall be vacated if he is removed from office in accordance with these Articles.
- (B) Regulation 81(b) of Table A shall be incorporated into these articles of association with the words "or makes any arrangement or composition with his creditors generally" deleted.

INDEMNITY

21. Subject to the provisions of the Act but without affecting any indemnity to which a Director may otherwise be entitled:
- (a) No Director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in consequence of the execution of the duties of his office or in relation thereto;
- (b) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him
- (i) in defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour; and
- (ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; and
- (iii) in or about the execution of the duties of his office or otherwise in relation thereto.

Name Address and Description Of Subscribers
--

Combined Nominees Limited,
16-26 Banner Street,
London EC1Y 8QE.

Combined Secretarial Services Limited,
16-26 Banner Street,
London EC1Y 8QE.

Dated the 1st day of January 1994

Witness to the above Signatures:

B R Millar
Crwys House
33 Crwys Road
Cardiff CF2 4YF

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 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

20114116

Name of company

Malden@ 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 3

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

J. D. D. D.

Designation†

Company
Secretary

Date 31/7/94

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

Maura Sullivan
14 Castle Street
Arclee
Co. Louth
Ireland

For official use
D.E.B.

Post room

