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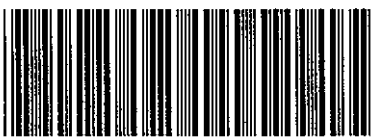
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3236549

The Registrar of Companies for England and Wales hereby certifies that
WHITEHALL PLANNING 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 12th August 1996



N03236549J

G. Wookey
G. WOOKEY

For the Registrar of Companies



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

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

WHITEHALL PLANNING LIMITED



* F 0 1 2 0 C 2 0 *

I,

ANDREW JAMES TROTTER

of

DONNE MILEHAM & HADDOCK, FREDERICK PLACE BRIGHTON

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 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

ASTIN

Declared at

GRAHAM HOUSE 135 HIGH STREET CRAWLEY SUSSEX

the

2nd

day of

August

One thousand nine hundred and ninety

six

† Please print name.

before me

JAMES H.C. CHARTER

Signed

[Signature]

Date

2nd August 1996

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

DONNE MILEHAM & HADDOCK (REF 170)

42/46 FREDERICK PLACE BRIGHTON EAST SUSSEX

BN1 1AT

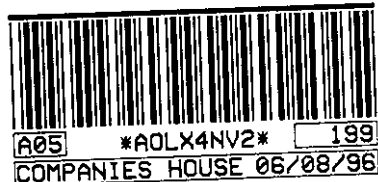
Tel 01273 744229

DX number

2703

DX exchange

BRIGHTON 1



A05 *AOLX4NV2* 199
COMPANIES HOUSE 06/08/96

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

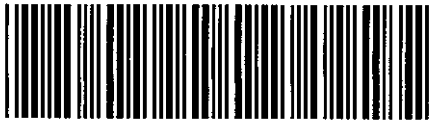
for companies registered in Scotland

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Company name in full



* F 0 1 0 0 C 2 0 *

WHITEHALL PLANNING LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

DONNE MILEHAM & HADDOCK

42/46 FREDERICK PLACE

Post town

BRIGHTON

County / Region

EAST SUSSEX

Postcode

BN1 1AT

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

DONNE MILEHAM & HADDOCK (REF 170)

42/46 FREDERICK PLACE BRIGHTON EAST SUSSEX

BN1 1AT

Tel

01273 744229

DX number

2703

DX exchange

BRIGHTON 1

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

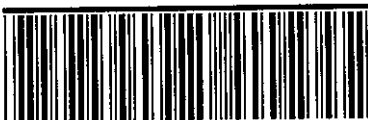
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

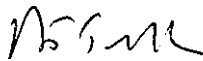
DX 235 Edinburgh

Page 1



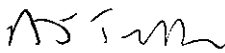
A05 *AOLX3NV1* 198
COMPANIES HOUSE 06/08/96

Company Secretary

Company name		WHITEHALL PLANNING LIMITED	
NAME	*Style / Title	MR	*Honours etc N/A
Forename(s)		ANDREW JAMES	
Surname		TROTTER	
Previous forename(s)			
Previous surname(s)			
Address		LITTLE MANOR	
Usual residential address			
For a corporation, give the registered or principal office address.			
Post town		SELMESTON	
County / Region	EAST SUSSEX	Postcode	BN26 6XB
Country			
I consent to act as secretary of the company named on page 1			
Consent signature			Date 02.08.96

Directors

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	N/A
Forename(s)		ANDREW JAMES		
Surname		TROTTER		
Previous forename(s)				
Previous surname(s)				
Address		THE LITTLE MANOR		
Usual residential address				
For a corporation, give the registered or principal office address.				
Post town		SELMESTON		
County / Region	EAST SUSSEX	Postcode	BN26 6XB	
Country		UNITED KINGDOM		
Date of birth	Day 5	Month 8	Year 54	Nationality BRITISH
Business occupation		SOLICITOR		
Other directorships		SOUTH EASTERN LEGAL SERVICES LIMITED		
I consent to act as director of the company named on page 1				
Consent signature			Date 02.08.96	

LIST OF DIRECTORSHIPS

MICHAEL JOHN LONG

South Eastern Legal Services Limited
Donne Mileham & Haddock Limited
Law Europe (Services) Limited
Topstone Limited
D.M.&H. Direct Limited
Donne Mileham & Haddock Nominees Limited
Donne Mileham & Haddock Trustees Limited
Brighton Festival Trust
Conveyancing Exchange Scotland Limited
D. M. & H. Nominee Company
Maximize I T Limited

Directors (continued)

* Voluntary details	NAME	*Style / Title	MR	*Honours etc	N/A
	Forename(s)	MICHAEL JOHN			
	Surname	LONG			
	Previous forename(s)				
	Previous surname(s)				
Address		5 WELBECK AVENUE			
Usual residential address					
For a corporation, give the registered or principal office address.					
	Post town	HOVE			
	County / Region	EAST SUSSEX	Postcode	BN3 4JP	
	Country	GREAT BRITAIN			
	Date of Birth	Day	Month	Year	Nationality
		15	03	47	BRITISH
	Business occupation	SOLICITOR			
	Other directorships	PLEASE SEE ATTACHED SHEET			
I consent to act as director of the company named on page 1					
	Consent signature	M. Long		Date	02.08.96

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

ASim

Date

02.08.96

Or the subscribers

*(i.e. those who signed
as members on the
memorandum of
association).*

Signed

M. Long

Date

02.08.96

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

- dormant

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets, or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

THE COMPANIES ACTS 1985 - 1989



Company limited by shares

3236549

MEMORANDUM OF ASSOCIATION

of

WHITEHALL PLANNING LIMITED

1. The Company's name is Whitehall Planning Limited.
2. The Company's registered office is to be situate in England and Wales.
3. (a) The Company's objects are to carry on business as a general commercial company.

Without prejudice to the generality of the objects and powers of the Company derived from s.3A of the Companies Act 1985 (as inserted by Companies Act 1989) the Company has the objects set out in the remaining sub-clauses of this clause.

(b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.

(c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of the Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.



776137

(f) To sell, let, licence, develop, or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.

(g) To invest and deal with the monies of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.

(i) To borrow and raise money, and to secure or discharge any debt, obligation or liability, in any manner on any terms and for any purposes whatsoever, and in particular (without derogation from the generality of the foregoing) to secure any debt, obligation or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company and/or by the creation and issue on any terms of debentures, debenture stock or other securities of any description.

(j) To enter into any guarantee, bond, contract of indemnity or suretyship and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person, firm, association, body or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support and/or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner whatsoever, the payment or repayment of any monies secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a parent undertaking or subsidiary undertaking (as defined in each case by s.258 of the Companies Act 1985, as inserted by s.21 of the Companies Act 1989) of the Company or is for the time being a subsidiary undertaking of a parent undertaking of the Company or is otherwise associated with the Company in business and to enter into partnerships or any joint purse arrangements with any person, firm, association, body or company having for its objects similar objects to those of the Company or any of them.

(k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.

(l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.

(m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(n) To pay out of the funds of the Company all costs and expenses of or

incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of the Company.

(p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such person.

(q) To remunerate the directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of directors and ex-directors of the Company or their dependants or connections.

(r) To distribute any property of the Company in specie among the members.

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

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the articles of association may from time to time prescribe.

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

Andrew James Trotter
The Little Manor
Selveston
East Sussex
BN26 6XB

AS

ONE

Michael John Long
5 Welbeck Avenue
Hove
East Sussex
BN3 4JP

M. J. L.

ONE

TOTAL SHARES TAKEN

TWO

Dated the *2nd* day of *August* 19

WITNESS to the above signatures

Caroline Banfield

CAROLINE BANFIELD

DONNE MILHAM & HADDOCK

BRIGHTON

(TRAINING SOLICITOR).

THE COMPANIES ACTS 1985 - 1989

Company limited by shares

ARTICLES OF ASSOCIATION

of

WHITEHALL PLANNING LIMITED

PRELIMINARY

1. References herein to "the Act" are to the Companies Act 1985 and/or to any statutes from time to time supplementing, re-enacting, amending or replacing that Act.
2. Subject as hereby varied or excluded, the regulations in Table A of the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) shall apply to the Company and references in these articles to "Table A" shall be construed accordingly.

PRIVATE COMPANY

3. The Company is a private company as defined by s.1 of the Act.

SHARE CAPITAL

4. (A) Subject to any direction to the contrary that may be given by the Company in general meeting by ordinary resolution, after the first allotment the unissued shares of the Company (whether forming part of the original or any increased capital) shall, before issue, be offered for application either at par or at such premium as the directors may think fit to the existing members on terms that in the case of applications being received for more than the total number of shares so offered the shares shall be allotted to the members applying for allotment in proportion (as nearly as may be and without increasing the number allotted to any member beyond the number applied for by him) to the amount of the existing shares of which they are the holders. The offer shall be made by notice specifying the number of shares offered, and limiting a time (being not less than 14 days) within which the offer, if not accepted, will be deemed to be declined; and after the expiration of that time, or on the receipt of an intimation from the persons to whom the offer is made that they decline to accept the shares offered, the directors may thereafter dispose of the shares which shall not

have been accepted in accordance with the provisions of paragraph (B) of this article. This paragraph (A) shall not apply so as to confer any rights in respect of any issue of shares or grant of options in respect of shares in the Company on any member who has in respect of such issue expressly waived his rights hereunder in writing.

(B) In accordance with s.80 of the Act but subject as aforesaid the directors are generally and unconditionally authorised to allot, grant options over or otherwise dispose of the unissued shares of the Company (whether forming part of the original or any increased capital) at such times, for such consideration and upon such terms and conditions as they may determine, but so that no shares shall be issued at a discount except in accordance with the Act. This authority applies to unissued shares of a par value not exceeding £50,000 and for a period not exceeding 5 years from the date of the adoption of these articles.

(C) In accordance with s.91 of the Act, sub-section (1) of s.89 and sub-sections (1) to (6) of s.90 thereof shall not apply to the Company.

(D) References in this article to shares shall include relevant securities as defined in sub-section (2) of s.80 of the Act.

LIEN

5. The Company shall have a first and paramount lien on every share (whether or not a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares standing registered in the name of any member whether alone or jointly with other members for all monies presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien, (if any) on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

6. (A) Any shares in the Company may at any time be transferred or transmitted by a member to any one or more of his close relatives or to the executors or administrators or trustees for the time being of the estate of a deceased member or of any trust wholly or mainly for the benefit of any of his close relatives. For the purposes of these articles close relative means any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece.

(B) Save as mentioned in paragraph (A) of this article or as the Company in general meeting by special resolution may direct or with the written consent of all members entitled to vote at such a general meeting none of the shares of the Company shall be transferred or transmitted except in accordance with the following provisions contained in this article.

(C) A member wishing to transfer his shares or any of them (hereinafter called "the Vendor") shall give notice in writing (hereinafter referred to as a "Sale Notice") to the Company that he desires to sell the same. Every Sale Notice shall be accompanied by the relevant share certificates and shall constitute the directors of the Company the agents of the Vendor for the purpose of the sale of such shares to the other members of the Company at the fair value (as hereinafter defined) and in particular to authorise the execution of transfers

in accordance with paragraph (G) of this article. No Sale Notice shall save as hereinafter provided be withdrawn.

(D) The fair value of the shares referred to in the Sale Notice shall for the purpose of this article be fixed within a period of 30 days of the service of the Sale Notice by agreement between the directors and the Vendor or in default of agreement by the auditors for the time being of the Company (who shall be deemed to be acting as experts and not as arbitrators) on the basis of an arms-length sale on a "going-concern" basis as between a willing vendor and a willing third party purchaser.

(E) Forthwith upon the fair value being fixed as aforesaid the directors shall, with a view to finding members willing to purchase the shares (hereinafter referred to as "Purchasing Members"), offer at the fair value the shares comprised in such Sale Notice to the other members of the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time (being not less than 14 days) within which such offer, if not accepted in writing, will be deemed to be declined; and the directors shall make such arrangements as they shall think just and equitable as regards the finding of Purchasing Members for any shares not accepted by members to whom they shall in the first instance have been so offered as aforesaid.

(F) If the directors shall within 60 days after service of such Sale Notice find Purchasing Members in respect of all or any of the shares comprised therein they shall give notice in writing thereof (hereinafter referred to as the "Completion Notice") to the Vendor, informing him of the names of the Purchasing Members and the number of shares they are willing to purchase. If the directors shall have found Purchasing Members for some but not all of such shares the Vendor may within 14 days after the service of the Completion Notice give a counter-notice in writing to the directors withdrawing the Sale Notice, but if the directors shall have found Purchasing Members for all such shares or if no such counter-notice shall have been served by the Vendor within the said period of 14 days, the Vendor shall be bound against payment of the fair value (or pro rata portion thereof if only some of the shares are purchased) to transfer the requisite shares to such Purchasing Members, who shall (subject thereto) be bound to complete the purchase within 28 days from the service of the Completion Notice.

(G) In the event of the Vendor failing within the said period of 28 days to carry out the sale of any shares which the Vendor shall have become bound to transfer as aforesaid, the directors shall if so required by the Purchasing Members be entitled to and shall forthwith authorise some person to execute a transfer of such shares to the Purchasing Members and to give a good receipt for the purchase price therefor, and shall register the Purchasing Members as holders thereof and issue to them certificates for the same, and thereupon the Purchasing Members shall be indefeasibly entitled thereto.

(H) If the directors shall not within the period of 60 days after the service of a Sale Notice have given notice in accordance with paragraph (F) of this article that Purchasing Members have been found for all of the shares comprised therein and if the Vendor shall not pursuant to paragraph (F) of this article have given any notice to withdraw such Sale Notice, the Vendor shall at any time within 6 months after the expiry of the said period of 60 days be at liberty to sell and transfer to any person or persons at any price not being less than the fair value (or pro rata portion thereof as the case may be) all or any of such shares not so sold as aforesaid.

(I) Any notice required to be served in accordance with the provisions of this article may be served by being left at or sent by first class post, in the case of notice to the Company or the directors addressed to the directors at the registered office of the Company, and in the case of notice to the Vendor or any other person addressed to the Vendor or such other person (as the case may require) at his last registered address, and if served by post shall be deemed to be duly served 72 hours after the envelope containing the same and correctly addressed was pre-paid and posted.

(J) All provisions of this article shall mutatis mutandis apply in the event of any person becoming entitled to a share in consequence of the death or bankruptcy of a member and wishing to transfer such share or himself to be registered in respect thereof, and any request for registration or transfer shall be deemed to be a Sale Notice pursuant to paragraph (C) of this article unless it is a permitted transfer or transmission pursuant to paragraph (A).

7. (A) No transfer or transmission of a share other than a transfer or transmission made pursuant to or permitted by the foregoing provisions of article 6 hereof shall be permitted.

(B) The directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer or transmission of a share on which the Company has a lien and such transfer or transmission shall not then be permitted unless and until the directors determine to allow it.

8. Regulation 24 of Table A shall not apply.

PROCEEDINGS AND VOTES AT GENERAL MEETINGS

9. The words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum" shall be added at the end of regulation 41 of Table A. If a meeting was convened upon the requisition of members, it shall be dissolved and not adjourned in accordance with regulation 41.

10. One member present in person or by proxy may demand a poll and regulation 46 of Table A shall be deemed to be extended accordingly.

11. The chairman of a general meeting shall have no second or casting vote and regulation 50 of Table A shall not apply.

12. A resolution in writing in accordance with regulation 53 of Table A shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them shall be sufficient for the purposes of that regulation.

13. In regulation 54 of Table A the words "and every proxy, not being himself a member entitled to vote or a representative as aforesaid," shall be added before the words "shall have one vote".

DIRECTORS

14. (A) Regulations 73 to 78 (inclusive) of Table A shall not apply and the directors

shall not be liable to retirement by rotation

(B) In regulation 79 of Table A all the words of the regulation after the words "annual general meeting" in the fifth line thereof shall be omitted.

(C) In regulation 80 of Table A the second sentence shall be omitted.

(D) At any time and from time to time the Company may (without prejudice to the powers of the directors under regulation 79 of Table A as hereby varied) by ordinary resolution appoint any person to be an additional director and determine the period for which such person is to hold office.

15. Any director who by request performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in general meeting) receive such extra remuneration by way of salary, commission, participation in profits or otherwise as the directors may determine, which shall be charged as part of the Company's ordinary working expenses.

16. A director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject to such disclosure, a director shall be entitled to vote in respect of any contract or arrangement in which he is interested, and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract or arrangement shall come before the directors for consideration. Regulations 85, 86 and 94 to 98 inclusive of Table A shall be extended accordingly.

17. Paragraph (b) of regulation 81 of Table A shall be amended by the omission of the word "generally".

POWERS AND DUTIES OF DIRECTORS

18. The chairman of a meeting of directors or a committee of directors shall have no second or casting vote and regulations 88 and 72 of Table A shall be varied accordingly.

19. The directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any director or former director who may hold or may have held any executive office or employment under the Company or any subsidiary or associated company of the Company, and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person. Regulation 87 of Table A shall be extended accordingly.

20. A director may participate in a meeting of the directors or of a committee of the directors by telephone or other communication equipment and shall be deemed present in person.

INDEMNITY

21. Every director, managing director, executive director, manager, agent, auditor, 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 (including any such liability as is referred to in sub-section (3) of s.310 of the Act) which he may sanction or incur in or about the execution of the duties of his office or otherwise in relation thereto and no such 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. This article shall only have effect so far as its provisions are not avoided by the said s.310. Regulation 118 of Table A shall apply as so extended.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ANDREW JAMES TROTTER
The Little Manor
Selmeston
East Sussex
BN26 6XB

AJ Trotter

Solicitor

MICHAEL JOHN LONG
5 Welbeck Avenue
Hove
East Sussex
BN3 4JP

M. J. Long

Solicitor

Dated the 2nd day August 1996

WITNESS to the above signatures

Caroline Banfield

CAROLINE BANFIELD

DONNE MILEHAM + HADDOCK

BRIGHTON

(TENANT SOLICITOR).