

FILE COPY



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

Company No. 3503060

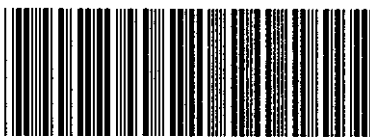
The Registrar of Companies for England and Wales hereby certifies that
PETROPARS SERVICES LIMITED

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 3rd February 1998

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY



N035030604

For the Registrar of Companies



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

HC007B



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

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

PETROPARS SERVICES LIMITED

I,

KATHARINE LAWRENCE

of

CDFORM UK LTD DOMINIONS ARC. QUEEN ST. CARDIFF CF1

† Please delete as appropriate.

K

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

Katharine Lawrence

Declared at

DOMINIONS HOUSE NORTH QUEEN ST. CARDIFF CF1 4AR

the

TWENTY SIXTH

day of

JANUARY

One thousand nine hundred and ninety

EIGHT

• Please print name.

before me •

EMYR PIERCE

Signed

Emyr Pierce

Date

26.1.98

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.

CO FORM UK LIMITED

DOMINIONS HOUSE NORTH, QUEEN STREET. CARDIFF

CF1 4AR

Tel 01222 376814

DX number 33075

DX exchange cardiff 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



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

Company Name in full



F010001H

PETROPAS SERVICES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

CO FORM UK LIMITED

DOMINIONS HOUSE NORTH QUEEN STREET

Post town

CARDIFF

County / Region

SOUTH WALES

Postcode

CF1 4AR

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.

X

Agent's Name

CO FORM UK LIMITED

Address

DOMINIONS HOUSE NORTH

DOMINIONS ARCADE QUEEN STREET

Post town

CARDIFF

County / Region

SOUTH WALES

Postcode

CF1 4AR

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.

CO FORM UK LTD

DOMINIONS HOUSE NRTH. QUEEN STREET CARDIFF

CF1 4AR

Tel 01222 378325

DX number

33075

DX exchange

CARDIFF 1



PUB *PAQCA37L* 178
COMPANIES HOUSE 27/01/98

Form revised March 1995

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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

Company Secretary (see notes 1-5)

Company name

CO FORM -(SECRETARIES) LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

DOMINIONS HOUSE NORTH QUEEN STREET

Usual residential address

For a corporation, give the registered or principal office address.

CARDIFF

Post town

County / Region

SOUTH GLAM

Postcode

CF1 4AR

Country

SOUTH WALES

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

Consent signature

Lawrence

Date

26.1.98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

CO FORM (NOMINEES) LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address

DOMINIONS HOUSE NORTH QUEEN STREET

Usual residential address

For a corporation, give the registered or principal office address.

Post town

CARDIFF

County / Region

SOUTH W GLAM

Postcode

CF1 4AR

Country

SOUTH WALES

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Lawrence

Date

26.1.98

Directors

(continued)

(see notes 1-5)

NAME

***Style / Title**

*Honours etc.

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date _____

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Date _____

Or the subscribers

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

Signed

Date _____

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.

DIRECTORSHIPS OF CO FORM (NOMINEES) LIMITED

WINTERBREAK LIMITED

SPRINGFALL (UK) LIMITED

HARVEST TOWN LIMITED

HAWKES NIGHT LIMITED

SPRINGVALE COMPANY LIMITED

SMITHSON LIMITED

QUALITY U.K. LIMITED

SERVICES NETWORK (1998) LIMITED

PASTIS LIMITED

WIDEACRE LIMITED

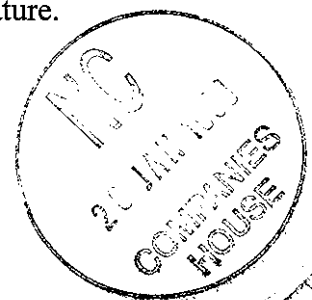
ACCEPT UNSTAMPED 20-00
NE/EN 96317
SIGNED *[Signature]*
DATE 28/1/88

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
PETROPARS SERVICES LIMITED

3503060

1. The Company's name is Petropars Limited
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(A) (1) To carry on the business of management, business and financial consultants of every description, and to act as consultants and advisers to persons and companies having dealings with the Company on such terms and for such periods of time as the company may from time to time determine, on a commission or fee basis or otherwise; to carry on the business of banking, insurance underwriting, negotiating loans and lending money (with or without security) for any purposes and in connection with any kind of agreement or arrangement or transaction whatsoever, administering trust and pension funds, dealers in all kinds of securities, commodities, metals of foreign exchange, whether on a recognised exchange or otherwise; to carry on the business of providing education and training, to act as lecturers, promoters, publishers and editors in all management, financial and consultancy systems and to carry on any other trade or business, whatsoever, of a like and similar nature.



C 862228

- 3.3 To carry on the business of repairing, restoring, cleaning, maintaining, improving, altering, installing, extending or destroying any vehicle, plant, machinery, work of art, substance or material or article of commercial, manufacturing, personal, decorative or household use.
- 3.4 To carry on the business of banking, insuring, underwriting, negotiating loans and lending money (with or without security) for any purpose and in connection with any kind of agreement or arrangement or transaction whatsoever, administering trust and pension funds, debt collecting and acting as bailiffs and dealers in any kind of securities, commodities, metal or foreign exchange whether on a recognised exchange or otherwise.
- 3.5 To undertake and execute agency or commission works of all kinds and to act generally as agents, brokers, organisers, factors, consultants and advisers for and in connection with financing, insurance, sale or purchase of goods, investments or any kind of property and the provisions of services, travel, transport and carriage, building and engineering management public relations and publicity conferences, exhibitions, admission to and organisation of theatrical and sporting events and the provision of housing and other accommodation.
- 3.6 To carry on the business of supplying personnel to perform every kind of service or duty to businesses of every kind and for domestic purposes and to provide services to commerce and industry whether secretarial and clerical computer or accountancy services, market research and information storage, security, cleaning, repair and maintenance or any other service which may be required.
- 3.7 To carry on the business of buying and selling, developing and improving land and buildings for investment purposes or otherwise and to charge and grant rights and interests of any kind in or over such land or buildings or any part thereof.
- 3.8 To carry on the business of designing, erecting, constructing, altering, restoring, repairing, extending and executing any work in connection with any buildings and structures of whatsoever description and any part thereof including any installation for the purpose of heating, lighting or providing water, gas, electricity or other services to the building or any other purpose and to carry on the business of market and landscape gardeners, estate and land agents, auctioneers and valuers in connection with any land, building or chattels whatsoever and to breed and race or show any bloodstock livestock, or domestic animals.

- 3.9 To carry on the business of providing transport and carriage of passengers and goods of every description whether in the United Kingdom or elsewhere by land, rail, sea and air and or acting as haulage contractors, lightermen, stevedores, car men, wharfingers, carting contractors, cargo superintendents, packers, hauliers and warehousemen.
- 3.10 To carry on business in the entertainment and leisure industry as producers, managers, broadcasters, promoters, directors, casting agents, distributors, and publishers in respect of any kind of film, videogram, television or radio programme, sporting event, theatrical or musical production, commercial, book, magazine, periodical, record, cassette, photograph and to act as organisers and to provide services in connection with any sporting, theatrical musical or other public event or performance and to act as agents and promoters of any performer or personality and to manage any cinema, theatre, dance hall or other place of entertainment or amusement.
- 3.11 To carry on the business of advertisers and promoters of every kind of product, printers using processes of every description, lithographers, engravers, graphic artists, writers, illustrators, and artists working in any medium whatsoever and to undertake the marketing and distribution of all or any products or works produced in the course of any of the said businesses.
- 3.12 To carry on the business of hoteliers, innkeepers, licensed victuallers, restaurateurs and retail or wholesale suppliers of food products, meals and drinks (alcoholic and non-alcoholic) for consumption on any premises whether owned by the Company or otherwise and elsewhere and to provide over-night accommodation to any person for any consideration in premises owned or leased by the Company.
- 3.13 To carry on the business of beauticians, hairdressers, fashion consultants and of health club, clinic and gymnasium proprietors and managers, cosmetic surgeons and every other business concerned or connected with the improvement of the health and appearance of the human body and its adornment and to carry on business as funeral directors and undertakers.
- 3.14 To carry on the business of providing education and training to any person of whatsoever age and description in any subject, art or skill whatsoever and to provide career counselling.

- 3.15 To borrow or raise money with or without security including the issue of debentures or debenture stock and mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company as the case may be and upon all such or any other terms as the Directors may consider expedient.
- 3.16 To purchase or otherwise acquire and otherwise deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world or to hold the same, and to purchase shares of the Company in accordance with the provisions of the Companies Act 1985 and any legislation, rule or order amending or extending the same.
- 3.17 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, real or personal, whether tangible or intangible and wheresoever situate, which the Directors may think necessary or convenient for the purposes of the Company's business and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same.
- 3.18 To build, construct, maintain, alter, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.
- 3.19 To apply for and take out, purchase or otherwise acquire and to hold any patents, licences, copyrights and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem to the company directly or indirectly to benefit the company, and to use, assign or otherwise deal with the same, grant licences in respect of the same or otherwise turn to account any rights or information required.
- 3.20 To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock bonds, stocks and securities of any company or corporation wheresoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed.

- 3.21 To establish, exchange, lease, dispose of, or otherwise deal with the whole or any part of the assets or undertaking of the company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company.
- 3.22 To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm, or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Directors consider capable of being conducted so as directly or indirectly to benefit the Company.
- 3.23 To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company 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.
- 3.24 To lend money or give credit with or without security on such terms as the Directors may decide and to receive money on deposit or loan from and give guarantees or act as surety for any person, firm or companies.
- 3.25 To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investment and securities and in such manner as may from time to time be considered expedient.
- 3.26 To remunerate any employee or other person, firm or company rendering services to the Company whether by cash payment or otherwise or by the allotment of shares, debentures, or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the formation and promotion expenses of the Company and of any company formed or promoted by the Company or associated with it, and to pay for any rights, interest or other property real or personal acquired by the Company by any means in any manner whatsoever.
- 3.27 To establish, support or aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

- 3.29 To take stock or shares in, or the debentures, mortgage debentures or other securities of any other company or any other property services, rights or interests in payment or part payment for any services rendered or for any sale made to or debt owing from any such company and to hold or otherwise to deal in any manner with any such property rights or interests.
- 3.30 To sell, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.
- 3.31 To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- 3.32 To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above business or be calculated directly or indirectly to enhance the value of or render profitable any of the Company's activities or to further any of its objects.
- 3.33 To distribute among the members in specie (subject to the provisions of Sections 263 - 281 of the Companies Act 1985 and any legislation, rule or order extending or amending the same) any property of the company, or any proceeds of sale or disposal of any property of the Company and for such purposes to distinguish and separate capital from profits, 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.
- 3.34 To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, subcontractors, trustees or otherwise.
- 3.35 To do all such other things as may be deemed 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 that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned 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 £1.00 each. The Company has the power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

WE, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this memorandum; and agree to take the number of shares shown opposite our respective names.

NAMES, ADDRESSES & DESCRIPTION
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

Co Form (Nominees) Limited
Dominions House North
Queen Street
Cardiff CF1 4AR

Hawker

Company Director

1 Ordinary Share

Co Form (Secretaries) Limited
Dominions House North
Queen Street
Cardiff CF1 4AR

Stanton

Company Director

1 Ordinary Share

DATED the *Twenty Sixth* day of *January* 1998

WITNESS to the above signatures:-

Karen Clemo
Dominions House North
Queen Street
Cardiff CF1 4AR

Manager

K. Clemo

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PETROPARS SERVICES LIMITED

Preliminary

1. Subject as expressly excluded or modified in these a Articles, the regulations set out in Table A in the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 (" Table A"), shall apply to the Company and shall be deemed to be incorporated in them, and together with the Articles set out below shall be the regulations of the Company.
2. The following regulations of Table A shall not apply to the Company, namely : -8, 64-70 (inclusive), 73-78 (inclusive), 94 and 95.

Private Company

3. The Company is a private company, and accordingly:
 - 3.1 the Company shall not offer any shares in or debentures of the Company to the public (whether for cash or otherwise);
 - 3.2 the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered to the public; and sections 58, 59 and 60 of the Companies Act 1985 ("the Act") shall apply for the purposes of this Article as they apply for the purposes of the Act.

Shares

4. All unissued shares of the Company (whether in the original or any increased capital) shall be under the control of the Directors, who may allot, grant options over, offer or otherwise deal with or dispose of the same to such persons (including any Directors at such time and on such terms and generally in such manner as they think fit); and the Directors are generally

and unconditionally authorised for the purposes of Section 80 of the Act ("Section 80") to exercise the powers of the Company to allot relevant securities (as defined in Section 80), and are empowered to make offers or agreements which would or might require relevant securities (as so defined) to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with Section 80;

- 4.1 the maximum amount of the relevant securities (as so defined) that may be allotted under such authority shall be the amount of the original share capital with which the Company is registered; and
- 4.2 such authority shall expire immediately before the fifth anniversary of the date of the Company's incorporation.
- 5. Sections 89 (1), 90 (1) - (5) and Section 9 (6) of the Act are excluded in their application to the Company in relation to allotments of equity securities (as defined in Section 80)
- 6. The Company may at any time and from time to time exercise the power conferred by Section 162 of the Act of purchasing its own shares (including redeemable shares) and such power shall be exercised subject to and in accordance with the provisions of Chapter VII of the Act.

Lien

- 7. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any person (whether solely or jointly with others), and upon the proceeds of sale of it, for his debts liabilities and engagements solely or jointly with any other person) to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time payable in respect of such shares.

Transfer and Transmission of Shares

8. A transfer of a fully paid share need not be signed by or on behalf of the transferee, and Regulation 23 of Table A shall be modified accordingly.
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.

10. General Meetings

10.1 Regulation 37 shall be modified by:

- 10.1.1 the substitution of the words "four weeks" for the words "eight weeks"; and
- 10.1.2 the deletion of the second sentence thereof and by the addition at the end of the Regulation of the following sentence: "The holder of majority of the issued Ordinary Shares shall be entitled at any time to call a general meeting".

- 10.2 For the purposes of these Articles apart from when the Company has only one member, a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly.

If, and so long as, the Company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the Company or of the holders of any class of shares. Regulation 40 of Table shall be modified accordingly.

- 10.3 A resolution in writing in accordance with Regulation 53 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 for the purposes of that Regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by directors or secretary of the Company.
- 10.4 A proxy shall be entitled to vote on a show of hands and Regulation 54 shall be modified accordingly.
- 10.5 The instrument appointing a proxy and (if required by the Directors) authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the Directors, may be delivered to the office

(or to such place or to such personas may specified or agreed by the Directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequently the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not delivered shall be valid. the Directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this Article. Regulation 62 of Table A shall not apply.

Members

11. If and so long as the number of members is less than two, a sole member may exercise all the rights vested in the members and Regulation 40 of Table A shall not apply.

Directors

12. Unless and until the Company in general meeting otherwise determines there shall be no maximum allotted number of Directors. If and so long as the minimum number of Directors fixed by or pursuant of these Articles is less than two, a sole director may exercise all the powers and authorities vested in the Directors and Regulation 89 of Table A shall not apply.
13. The office of a director shall be vacated if he is removed from office under Article 13. Regulation 81 shall be modified accordingly.
14. A person may be appointed or elected director notwithstanding that he shall have attained the age of seventy years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

Alternate Directors

15. Any director may at any time appoint any person approved by resolution of the Directors to be his alternate, and may at any time remove such alternate. An alternate shall not require any share qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between him and such Director.
16. An alternate shall (subject to giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and generally in the absence of such Director to perform all such Director's functions.

17. Any person appointed to be an alternate shall automatically cease to be an alternate if the person appointing him ceases for any reason to be a director (or if notice removing him is given by a majority in number of the Directors other than the person appointing him).
18. All appointments and removals of alternates shall be carried out by instrument in writing under the hand of the directors making or of the Director or Directors revoking such appointment and shall be left at the Company's registered office.

Powers and Duties of Directors

19. Subject to the provisions of Section 37 of the Act, a Director may be interested directly or indirectly in any contract or arrangement, or in any proposed 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. Regulations 94 and 95 shall be modified accordingly.
20. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or parts of the Company's undertakings, property and uncalled capital, and (subject to compliance with the requirements of 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 any third party.

Proceedings of Directors

21. Any Directors of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communication equipment, whereby all persons participating in the meeting can hear each other and participation in a meeting in this matter shall be deemed to constitute presence in person at such meetings.
22. The following sentence shall be inserted after the first sentence of Regulation 72; "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee any person although not being a Director of the Company".

23. For a signed resolution under Regulation 93 to be effective, it shall not be necessary for it to be signed by a director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.
24. The Directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of Directors or to a Director as a member of such a committee shall include a committee established under this Article or such person or persons.

Notices

25. Every Director of the Company shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the person so entitled under the Act.
26. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.
27. In the first sentence of Regulation 112 the words "(or such other address whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address".
28. A notice posted to an address outside the United Kingdom shall be deemed, unless the contrary is proved, to be given at the expiration of 7 days after the envelope containing it was posted and Regulation 115 shall be amended accordingly.
29. Regulation 116 shall be modified by the substitution of the words "the address if any, whether within or outside the United kingdom" for the words, "the address, if any, within the United Kingdom" in the first sentence of such Regulations.

Indemnity

30. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution or discharge or purported execution or discharge of his duties or in relation thereto.

WE, the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles of Association.

NAME, ADDRESSES & DESCRIPTION
OF SUBSCRIBERS

Co Form (Nominees) Limited
Dominions House North
Queen Street
Cardiff CF1 4AR
Company Director

Lawrence

Co Form (Secretaries) Limited
Dominions House North
Queen Street
Cardiff CF1 4AR
Company Secretary

8 Butlers

DATED the *Twenty Sixth* day of *January* 1998

WITNESS to the above signatures:-

Karen Clemo
Dominions House North
Queen Street
Cardiff CF1 4AR

Manager

K. Clemo