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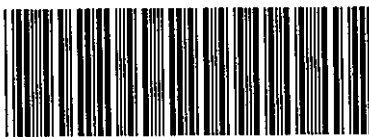
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3505899

The Registrar of Companies for England and Wales hereby certifies that
K J M SYSTEMS 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 6th February 1998



N03505899Q

E. P. Owen
MRS. E. P. OWEN

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

KJM SYSTEMS LIMITED



F012001J

I, ROBERT CHARLES CHALMERS

of 18 LINKSFIELD GARDENS ABERDEEN

† Please 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 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

Robert Chalmers.

Declared at

ELLON

the

TWENTY SEVENTH

day of

JANUARY.

One thousand nine hundred and ninety

EIGHT

• Please print name.

before me •

ROBIN J LEITH

Signed

RJ Leith N.P.

Date

27-1-98.

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.

Tel	
DX number	DX exchange

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

K J M SYSTEMS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

45 GLEBE CRESCENT

WASHINGTON WILKARE

Post town

TYNE AND WEAR

County / Region

Postcode

NE38 7AY

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

J M TAYLOR & ASSOCIATES

Address

39 BRIDGE STREET

Post town

ELDON

County / Region

ABERDEENSHIRE

Postcode

AB41 9AA

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.

Tel

DX number

DX exchange

Companies House receipt date barcode

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

Company Secretary (see notes 1-5)

Company name	K J M SYSTEMS LIMITED		
NAME	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)	KIRSTY JANE	
	Surname	MACVICAR	
	Previous forename(s)		
	Previous surname(s)		
Address	45 GLEBE CRESCENT		
Usual residential address	WASHINGTON VILLAGE		
For a corporation, give the registered or principal office address.	Post town	TYNE & WEAR	
	County / Region	Postcode	NE38 7AW
	Country	BRITAIN	

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

Consent signature

K MacVicar

Date

16. Jan. 98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Forename(s)	DAVID	
	Surname	ROSS	
	Previous forename(s)		
	Previous surname(s)		
Address	45 GLEBE CRESCENT		
Usual residential address	WASHINGTON VILLAGE		
For a corporation, give the registered or principal office address.	Post town	TYNE & WEAR	
	County / Region	Postcode	NE38 7AW
	Country	BRITAIN	

Day Month Year

Date of birth

06 / 04 / 41

Nationality

BRITISH

Business occupation

Other directorships

NONE

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

Consent signature

D Ross

Date

16.1.98.

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)	ROBERT CHARLES		
	Surname	CHALMERS		
	Previous forename(s)			
	Previous surname(s)			
Address	18 LINKSFIELD GARDENS			
Usual residential address				
For a corporation, give the registered or principal office address.	Post town	ABERDEEN		
	County / Region		Postcode	AB24 5PF
	Country	SCOTLAND		
	Day	Month	Year	
Date of birth	11	08	66	Nationality BRITISH
Business occupation	ACCOUNTANT			
Other directorships	RON AIR LTD BRIMMOND ENGINEERING LTD			
	I consent to act as director of the company named on page 1			
Consent signature	Robert Chalmers.			Date 26-1-98

This section must be signed by			
Either			
an agent on behalf of all subscribers	Signed	J. / 12/5	Date 26-1-98
Or the subscribers	Signed		Date
(i.e those who signed as members on the memorandum of association).	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.

96

10/10/2

The Companies Acts 1985 and 1989

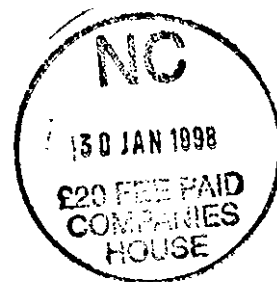
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

K J M SYSTEMS

LIMITED



3505899

0435213

-
1. The Company's name is "

K J M SYSTEMS
LIMITED"

2. The Company's registered office is to be situated in ~~ENG~~ LAND AND WALES

3. (i) The object of the company is to carry on business as a general commercial company.

- (ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following thing:-

- (a) 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 necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.
- (b) 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

- (c) To borrow or raise or secure the payment of money for the purpose of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (d) 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 such rights, powers and privileges 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.
- (e) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (f) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (g) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependants or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business, or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company or any such subsidiary.


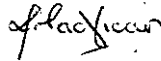
- (h) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (i) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (j) 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.
- (k) 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 or stock of any company or corporation, with or without preferred or deferred 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.
- (l) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (m) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

- (n) 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.
- (o) 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.
- (p) 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.
- (q) To do all such things as are incidental or conducive to the above objects or any of them.

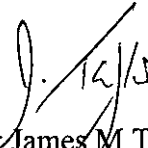
And it is hereby declared that:-

- (a) the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and
 - (b) the objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof, or to the order in which the same occur, but shall be constructed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.
4. The liability of the members is limited.
 5. The Company's share capital is £1,000, divided into 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.

NAMES AND ADDRESSES of SUBSCRIBERS	Number of Shares taken by each Subscriber
David Ross 45 Glebe Crescent Washington Village Tyne and Wear NE38 7AW	1
	
Kirsty Jane MacVicar 45 Glebe Crescent Washington Village Tyne and Wear NE38 7AW	1
	

Dated this fifteenth day of January 1998.
Witness to the above signatures:-


Mr James M Taylor
Neil Ross Square
39 Bridge Street
ELLON
AB41 9AA

Accountant

COMPANY LIMITED BY SHARES

Articles of Association

OF

**K J M SYSTEMS
LIMITED**

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company 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 those shares or debentures being offered for sale to the public.
4. At the date of the adoption of these Articles the capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.
5. (a) The Directors may subject to Article 6 hereof 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) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire five years from the date of incorporation of the Company, unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.

- (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any 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 manner herein before provided.
- (b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.
7. The Company shall have a first and paramount lien on every share (whether or not it is 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 (whether fully paid or not) standing registered in the name of any member whether solely or one or two or more joint holders for all moneys 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.

8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.
9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
10. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."
11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.
12. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless -
 - i) he is recommended by the Directors; or
 - ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

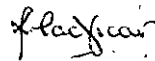
14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate meetings of the holders of any class of shares in the capital of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

David Ross
45 Glebe Crescent
Washington Village
Tyne and Wear
NE38 7AW

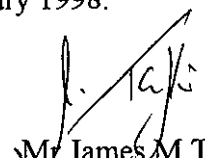


Kirsty Jane MacVicar
45 Glebe Crescent
Washington Village
Tyne and Wear
NE38 7AW



Dated this fifteenth day of January 1998.

Witness to the above signature:-



Mr James M Taylor
Neil Ross Square
39 Bridge Street
ELLON

Accountant



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

10

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full



F010001H

BEEHIVE INVESTMENTS (UK)
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

19-20 GARLICK HILL

LONDON

Post town

County / Region

Postcode

EC4V 2AL

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.

LONDON ORIENTATION

19-20 GARLICK HILL

LONDON

EC4V 2AL

Tel

0171 236 7583

DX number

DX exchange

Companies House receipt date barcode

Form revised March 1995

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

Company Secretary (see notes 1-5)

Company name

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

Country

19-20 GARLICK HILL

LONDON

Postcode

EC4V 2AL

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

Consent signature

Date

30/10/97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

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

Country

19-20 GARLICK HILL

LONDON

Postcode

EC4V 2AL

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

30/10/97

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	Day <input type="text"/>	Month <input type="text"/>	Year <input type="text"/>
	Nationality	<input type="text"/>		
	Business occupation	<input type="text"/>		
	Other directorships	<input type="text"/>		
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
Consent signature	<input type="text"/>	Date	<input type="text"/>	

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

Signed

Date

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

Signed

Date

 30/10/97

Signed

 For and on behalf of L.O.Directors Limited

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.

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3. Directors details:

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

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- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

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5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

3505894

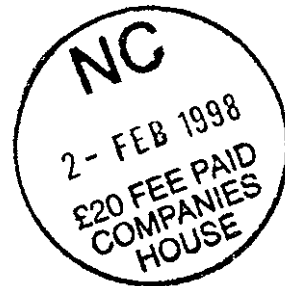
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BEEHIVE INVESTMENTS (UK) LIMITED

866852
866852



1. The name of the Company is "BEEHIVE INVESTMENTS (UK) LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-
 - A.1. To carry on the business or businesses of sporting and leisure activities, general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, accountants, consultants, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.
 - A.2. To carry on all or any of the following businesses: proprietors of shops, warehouses, workshops, garages, offices and factories of all kinds, hotels and cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, and to buy, develop, lease and deal generally in land whether freehold or leasehold, property services including estate agents, holiday camps and chalets, financial agents, and brokers, accountants, investment agents, insurance agents and brokers, employment agents, recruitment consultants, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, welders, computer programmers, operators, analysts, designers and software writers and suppliers, film, video and record producers and publishers, printers, stationers, theatrical agents, booking agents, chemists, grocers, clothiers, garment manufacturers, textile suppliers, jewellers and dealers in precious gems and stones and metals of all kinds, greengrocers, tobacconists, newsagents, confectioners, funeral directors, undertakers, bookmakers, caterers, consultants, haulage contractors, shippers and freight forwarders, estate agents, hairdressers, photographers, security contractors, insulation contractors, detective agents, lecturing, teaching pottery and ceramics, car hirers and to act as dealers generally in electrical and electronic goods and services and to supply travel services and to act as travel agents, and suppliers of transport services and facilities of all kinds including sporting facilities and grounds and goods, and to supply double glazing insulation and security systems and goods and services of all kinds by mail order and to supply telecommunication goods, services to run night-clubs, repairs and manufacture aircraft, supply agricultural services and expertise, and to undertake cleaning services of all kinds.
 - A.3. To undertake and execute agency or commission work and to act generally as agents, employment agency, factors and brokers for the sale and purchase of goods and the provision of services and travel.

- B. To carry on any other trade or business which can, in the opinion of the Directors of the Company, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses of the general business of the Company.
- C. To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate, or interest in land, buildings, rights, privileges, easements, lands, licences, machinery, plant processes of all kinds, stock in trade, and any real or personal property of any kind, necessary, convenient or useful or advantageous to the general business of the Company.
- D. To borrow or raise or secure payment of money for the purpose or in connection with the business of the Company and for the purpose of raising money for the Company to become a member of any building society.
- E. To construct, enlarge, alter and erect and maintain roads, plant, railways, sidings, bridges, reservoirs, shops, stores, buildings, factories, works, plan and machinery used in connection with the business of the Company and to enable any of the above to be effected by any third party.
- F. To mortgage and charge the undertaking, and all or any of the real or personal property and other assets, whether present or future, and all or any of the uncalled capital of the Company, and to issue at par or at premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures and debenture stock, either permanent or redeemable or repayable and collaterally or to secure any securities of the Company by any trust deed or other assurance of any kind.
- G. To receive money on deposit or loan upon such terms as the Company may approve and generally to act as bankers for customers and others.
- H. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and all other negotiable instruments of all kinds.
- I. To make advances to customers and others with or without security, as the Company sees fit, and to guarantee the liabilities, obligations and contracts of customers and others and the dividends, interest and capital of the stocks, shares or securities of any Company in which this Company is a member or otherwise interested.
- J. To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in the business or the dependants of such persons and to establish, support or aid in the establishment and support of any schools or other educational, scientific, literary, religious or charitable institutions or societies, whether they are connected with the business of the Company or its predecessors or not and to establish and maintain any club or benefit fund or profit sharing scheme for the interests or advancement or education of the Company or its officers or other persons employed whether past or present by the Company.

- K. To pay for any property or rights of any kind acquired by the Company or by its agents on its behalf either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayments of capital, voting rights or otherwise, or by any securities which the Company has power to issue, or partly in one method and partly in another, and generally on such terms as the Company may approve.
- L. To invest and deal with all moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and such a manner as may be determined at any time by the Company.
- M. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, whether in cash, by instalments or by other methods, or in fully or partly paid up shares or stocks of any Company or Corporation, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or in debenture stock, mortgages, debentures, mortgage debentures or other securities of any Company or Corporation, or partly in one method and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any stocks, shares or securities so acquired.
- N. To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- O. To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on, so as to directly or indirectly benefit this Company, and to acquire and hold, deal, sell or dispose of any stocks, shares or securities of or other interests in any such Company and to guarantee the contracts or liabilities of or subsidise or assist in any other manner any such Company.
- P. 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 of the Company and for such consideration as the Company may think fit.
- Q. 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, required by Law.
- R. To carry on all or any other above businesses in any part of the work, 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.

- S. To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that no inference should be drawn or any restrictive interpretation implied that the objectives of the Company specified above should be distinct one clause from another and separate and in the order in which they are listed.

4. The liability of the members is limited.
5. The share capital of the Company is £100.00 divided into shares of £1.00 each. The Company has the power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

I, the person whose name and address is subscribed am desirous of being formed into a Company in pursuance of this Memorandum of Association, and I respectively agree to take the number of shares in the capital of the company set opposite my name.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS:	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
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GRANT McMINN
19-20 GARLICK HILL
LONDON EC4V 2AL

ONE

G. McMinn
on behalf of L.O. DIRECTORS LIMITED

G. McMinn 30/10/97

DATED THIS 30 OCTOBER 1997

WITNESS TO THE ABOVE SIGNATURE:-

M. Bunyan
19-20 GARLICK HILL
LONDON EC4V 2AL

M. Bunyan 30/10/97

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BEEHIVE INVESTMENTS (UK) LIMITED

1. Subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereafter referred to as "Table A") shall apply to the Company.
2. The expression "The Act" in these Articles refers to the Companies Act 1985 and any Statutory modifications currently in force.
3. The company is a Private Company and accordingly no invitation or offer shall be made to the Public (whether for cash or otherwise) to subscribe for any shares in or Debentures of the company, nor shall the Company allot (whether for cash or otherwise) any shares in or Debentures of the Company with a view to all or any of those shares or Debentures being offered for sale to the public.
4. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think fit, subject to the provisions of the following clauses and Section 80 of the Act.
5. (1) Subject to any direction to the contrary that may be given by the Company in general meeting, all shares authorised pursuant to Article 4 hereof, to be allotted shall be offered to the members in proportion to the existing Shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (not less than 21 days) within which the offer, if not accepted, will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the Shares offered, the Director may, subject to these articles, allot or otherwise dispose of the same to such persons and upon such terms as they think to be most beneficial to the company. The directors may in like manner dispose of any such Shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any 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, and subject to Section 80 of the Act.
5. (2) Sections 90 (1) to (6) inclusive of the Act shall not apply to the Company.
5. (3) The Lien conferred by Clause 8 of Table A shall also attach to dividends payable on Shares and also to fully paid up Shares.
6. The Directors may, at their discretion, and without assigning any reason, decline to register any transfer of any share, whether fully paid or not, and accordingly the first sentence of Clause 24 in Table A shall not apply to the Company.

7. (1) Clause 64 in Table A shall not apply to the Company.
7. (2) Clause 89 in Table A shall not apply to the Company.
7. (3) The minimum and maximum number of Directors shall be determined by an Ordinary Resolution passed in General Meeting of the Company. Subject to any other determination there shall be no maximum number of Directors and the minimum number of Directors shall be one.
7. (4) A Sole Director shall have the authority to exercise all powers and discretions conferred by these Articles and Table A .
8. (1) Clauses 73,74,75,76,77,78,79, and 80 in Table A shall not apply to the Company.
8. (2) No person shall be appointed a Director at any General Meeting unless-
- (a) he is recommended by the Directors; or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's Register of Directors together with notice executed by that person of his willingness to be appointed.
9. Clause 118 in Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GRANT McMINN
19-20 GARLICK HILL
LONDON
EC4V 2AL

G.McMinn
on behalf of L.O.DIRECTORS LIMITED

 30/10/97

DATED THIS 30 OCTOBER 1997

WITNESS TO THE ABOVE SIGNATURE: -


M.Bunyan
19-20 GARLICK HILL
LONDON EC4V 2AL

30/10/97