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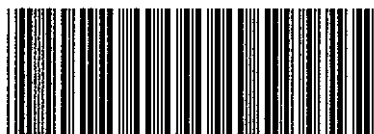
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3622601

The Registrar of Companies for England and Wales hereby certifies that  
LOWE CONSULTANCY 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 27th August 1998



\*N036226017\*

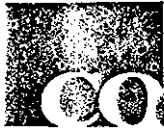
*N. Butler*  
N. BUTLER

For the Registrar of Companies



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

HC007B



Company Secretarial and  
Compliance Software

Please complete in typescript,  
or in bold black capitals.

12

## Declaration on application for registration

Company Name in full

LOWE CONSULTANCY SERVICES LIMITED

I,

HARBEN NOMINEES LIMITED

of

37 WARREN STREET, LONDON, W1P 5PJ

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.

† Please delete as appropriate.

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

*T. Nokes*

Declared at

37, WARREN STREET, LONDON, W1P 5PJ

the

Nineteenth

day of

August

One thousand nine hundred and ninety

Eight

① Please print name.

before me ①

*J. Nokes*

Signed

JONATHAN NOKES

Date

19/8/98

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.

HARBEN SERVICES

37 WARREN STREET

LONDON Tel 0171 383 3200

DX number 123593 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  
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh



Company Secretarial and  
Compliance Software

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

LOWE CONSULTANCY SERVICES LIMITED



\* F0100E60 \*

Proposed Registered Office

37 WARREN STREET

(PO Box numbers only, are not acceptable)

Post town

County / Region

LONDON

Postcode

W1P 5PJ

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.

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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

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

Consent signature

FOR AND ON BEHALF OF HARBEN REGISTRARS LIMITED

Date

19/8/98

## 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

Day Month Year

Date of Birth

Nationality

BRITISH

Business occupation

Other directorships

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

Consent signature

FOR AND ON BEHALF OF HARBEN NOMINEES LIMITED

Date

19/8/98

# Directors

(continued)

(See notes 1-5)

Name

\*Style/Title

\*Honours etc

Forename(s)

\* Voluntary details

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

Date

Or the subscribers

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

Date

Date

Date

Date

Date

Date



Company Secretarial and  
Compliance Software

3622601

10 0000

*The Companies Act, 1985*



COMPANY LIMITED BY SHARES

0079868

Memorandum of Association

LOWE CONSULTANCY SERVICES LIMITED

1. The name of the Company is LOWE CONSULTANCY SERVICES LIMITED
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company are established are:-
  - (a) To carry on the business as a general commercial company and to carry on any trade or business whatsoever.
  - (b) The company has the power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let or hire, develop such property, or otherwise turn the same to the advantage of the Company.

(d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situated on the property of the Company.

(f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

(g) To amalgamate with or make any agreement or arrangement with or enter into partnership or joint venture agreement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.

(h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.

(i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.

(k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.

(l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.

(m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

(n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.

(o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

(p) To promote by way of advertising the Company's products and services in any manner to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.

(q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.

® To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each.



We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company pursuance of this Memorandum of Association.

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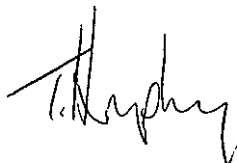
**NAMES AND ADDRESSES OF SUBSCRIBERS**

**Number of shares taken by  
each subscriber**

---

HARBEN NOMINEES LIMITED  
37 Warren Street  
London W1P 5PD

ONE



FOR AND ON BEHALF OF HARBEN NOMINEES LIMITED

HARBEN REGISTRARS LIMITED  
37 Warren Street  
London W1P 5PD

ONE



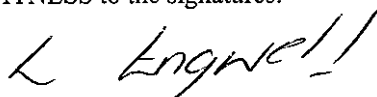
FOR AND ON BEHALF OF HARBEN REGISTRARS LIMITED

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Dated this

19/8/98

WITNESS to the signatures:



LOUISE ENGWELL  
37 Warren Street  
London W1P 5PD

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COMPANY LIMITED BY SHARES

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Articles of Association of

LOWE CONSULTANCY SERVICES LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96, 99 and 101 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £10,000 divided into 10,000 shares of £1 each.
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.
5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefore, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of Regulation 24 shall not apply to the company.
7. 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 that 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.
8. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

9. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for reappointment at such annual general meeting. If not so reappointed he shall vacate office at the conclusion thereof.

10. A Director who has disclosed his interest in accordance with Regulation 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.

11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

13. The Company shall not be subject to section 293 of the Act, 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 to age of seventy years or any other age.

#### BORROWING POWERS

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

#### SECRETARY

15. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

## DIRECTORS

16. The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.

17. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 in Table A shall be modified accordingly.

## SECRETARY

18. The first Secretary of the Company shall be the person named in the statement delivered under Section 10 of the Act.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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HARBEN NOMINEES LIMITED  
37 Warren Street  
London W1P 5PD



FOR AND ON BEHALF OF HARBEN NOMINEES LIMITED

HARBEN REGISTRARS LIMITED  
37 Warren Street  
London W1P 5PD



FOR AND ON BEHALF OF HARBEN REGISTRARS LIMITED

---

Dated this

19/8/98

WITNESS to the signatures:



LOUISE ENGWELL  
37 Warren Street  
London W1P 5PD