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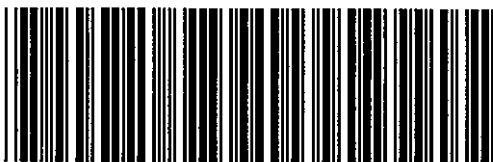
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3716148

The Registrar of Companies for England and Wales hereby certifies that
CABOT SQUARE CAPITAL GP LIMITED

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

Given at Companies House, London, the 15th February 1999



N03716148H

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

3716148

Company Name in full

Cabot Square Capital GP Limited



* F 0 1 2 0 F 1 0 *

I, Matthew Donald Jeremy Hudson
of 3 Prospect Place, Holly Walk, Hampstead, London NW3 6QJ

† 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

[Handwritten signature] X

Declared at 5 Cabot Square

the 12th day of February

One thousand nine hundred and ninety 1999

① Please print name.

before me ① HILTON MERVIS

Signed

[Handwritten signature]

Date 12 / Feb / 99

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.

S J Berwin & Co
222 Grays Inn Road
London
WC1X 8HB

Tel 0171 533 2222

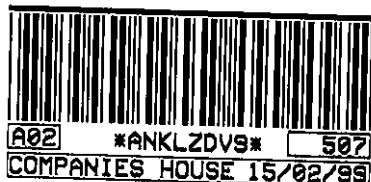
DX number DX:255

DX exchange London

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



A02 *ANKLZDVS* 507
COMPANIES HOUSE 15/02/99

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by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

37161WY

Company Name in full

Cabot Square Capital GP Limited



* F 0 1 0 0 F 1 0 *

Proposed Registered Office

5 Cabot Square

(PO Box numbers only, are not acceptable)

Post town London

County / Region

Postcode E14 4QR

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

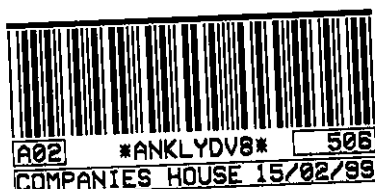
Please give the name, address,
telephone number and, if available,
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the person Companies House should
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222 Grays Inn Road
London
WC1X 8HB

Tel 0171 533 2222

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DX exchange London



A02 *ANKLYDV8* 506
COMPANIES HOUSE 15/02/99

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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 Cabot Square Capital GP Limited

NAME *Style / Title Mr *Honours etc

Forename(s) Simon

Surname Coupe

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town London

County / Region

Postcode SE5 9RA

Country England

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

Consent signature**Date** 08.02.99**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title Mr *Honours etc

Forename(s) Matthew Donald Jeremy

Surname Hudson

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town London

County / Region

Postcode NW3 6QJ

Country England

Day Month Year

Date of birth

3

02

62

Nationality

British

Business occupation

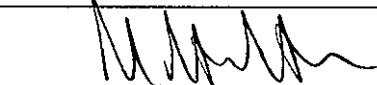
Company director

Other directorships

Prestige Health Productions Limited; World Poker

Federation (Trading) Limited; Minieffect Limited

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

Consent signature**Date** 5.2.99

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>		
<small>* Voluntary details</small>	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"/>		
<small>For a corporation, give the registered or principal office address.</small>	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
		<small>Day</small>	<small>Month</small>	<small>Year</small>
	Date of birth	<input type="text"/>	<input type="text"/>	<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				
<i>Either</i>				
an agent on behalf of all subscribers	Signed	<input type="text"/>	Date	<input type="text"/>
Or the subscribers	Signed	<input type="text"/>	Date	<input type="text"/>
<i>(i.e those who signed as members on the memorandum of association).</i>	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>

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.

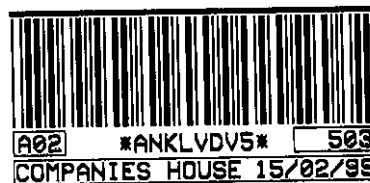
No:

The Companies Acts 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association
OF
Cabot Square Capital GP Limited

(Incorporated on **15TH** February 1999)



S J BERWIN & CO
Ref: 583/C13004.1/38465/ebg

No:

*The Companies Acts 1985 and 1989**A PRIVATE COMPANY LIMITED BY SHARES*

Memorandum of Association

of

Cabot Square Capital GP Limited

- 1 The Company's name is "Cabot Square Capital GP Limited".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - (a) to carry on business as a general commercial company;
 - (b) to carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise;
 - (c) to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal in, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange;
 - (d) to purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work;
 - (e) to build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage, or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation;
 - (f) to amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person;
 - (g) to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the

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Company is authorised to carry on or possessed of any property suitable for the purposes of the Company;

- (h) to promote, or join in the promotion of, any company whether or not having objects similar to those of the Company;
- (i) to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments or securities;
- (j) to borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description;
- (k) to advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security;
- (l) to guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or and part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business;
- (m) to issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company;
- (n) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (o) to sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares, debentures or other securities, whether fully or partly paid up;
- (p) to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trademarks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;
- (q) to procure the registration or incorporation of the Company in or under the laws of any territory outside England and Wales;
- (r) to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members;

- (s) to establish and maintain, and to contribute to, any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any present or former employees or officers of the Company or of its subsidiaries or holding company or of other subsidiaries of its holding company or of any other company associated with the Company, and the wives, widows, families and dependants of any such persons; to establish and subsidise or subscribe to any institutions associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons;
- (t) to establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiaries or holding company or other subsidiaries of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company;
- (u) to distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any property or assets of the Company, with and subject to any incident authorised and consent required by law;
- (v) to apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- (w) to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;
- (x) to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- (y) to remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- (z) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company;
- (za) if and only to the extent permitted by the Act, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;
- (zb) to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding

company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund or employee benefits trust in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking, pension fund or employee benefits trust; and, to such extent as may be permitted by law, otherwise to indemnify or to exempt any such person against or from any such liability;

- (zc) to do all such other things as may be considered to be incidental or conducive to any of the above objects;

and so that:

- (1) the objects of the Company specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any such paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company;
- (2) the word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere;
- (3) in this Clause the expression "the Act" means the Companies Act 1985, as amended, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force; and
- (4) in this Clause, the words "holding company" and "subsidiary undertaking" shall have the same respective meanings as in the Act.

4 The liability of the Members is limited.

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

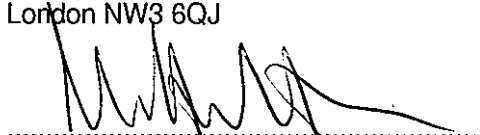
WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers

**Number of Shares
taken by each
Subscriber**

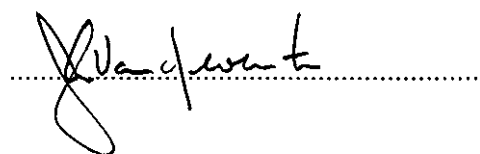
1 Matthew Donald Jeremy Hudson
of
3 Prospect Place, Holly Walk, Hampstead
London NW3 6QJ

One



2 John Meade Van Deventer
of
Munster Manor, Hascombe Road
Godalming, Surrey GU8 4AA

One



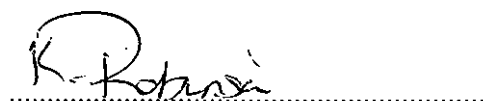
Total Shares taken

—
Two

==

Dated: 5 February 1999

Witness to the above signatures:



Name: K. ROBINSON

Address: 34 PENWAY, WANCE, BRATSLON, ESSEX SS16 4TU

Occupation: PRINCIPAL FINANCE ADMINISTRATOR

Company Name CABOT SQUARE CAPITAL C.P. LIMITED

Company No. 371614Y

Articles of Association have not been registered for the above named company in this case. (Company Limited by Shares - see Sections 7 and 8 of the Companies Act 1985.)

Signed S Bashav
(Officer of New Companies Section)

Date 15-02-99

