FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 3762366

The Registrar of Companies for England and Wales hereby certifies that uc.com Itd

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 26th April 1999



N03762366K

N. Richards.

For The Registrar Of Companies



Please complete in typescript, or in bold black capitals.

Declaration on Application for Registration

03762366				
uc.com 18-d 9				
			·	
ANDREA SOPHIA GEORGE	OU			
1//15 CRAVEN STREET	I UNDUN	MC3N	5AD	

Company Name in full

F0120C10

†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.

	Decidiant 5 Signature	regett gree of
	Declared at	60 STRAND LONDON WEZN SLR
	Genganithe	TWENTY THIRD SIXTH day of APRIL
	Deve	One thousand nine hundred and ninety NINE
Please print name.	before me	DEIRDRE FONTON
	Signed	Dandre Felon Date 26.4.99

Peace of 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.

KIDO RAPIN	€T
14+15 CRA	IEN STREET
LONDON	Tel 0171 925 0303
DX number 2_	DX exchange LONTOON

A Commissioner for Oaths or Notary Public or Justice of the

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

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh



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

)	037623.66
Company	
F0100C10	
Proposed Registered Office (PO Box numbers only, are not acceptable)	HAMMERSLEY HOUSE
	5-8 WARWI©K STREET
Post town	LONDON
County/Rogion	Pd-
County/Region	Postcode W1R 5RA
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	KIDD RAPINET
Address	14 & 15 CRAVEN STREET
Post town	LONDON
County/Region	Postcode WC2N 5AD
Number of continuation sheets attached.	
Please give the name, address, telephone	KIDD RAPINET REF: 1/PRW/ASG
number, and if available, a DX number and Exchange of the person Companies	14 & 15 CRAVEN STREET
House should contact if there is any query.	LONDON WC2N 5AD Tel 0171 925 0303 EXT. 48
quoiy.	DX number 2 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

Company Secretary (s	see notes 1-5)	n			
	Company name	UC.com.led			
NAME	*Style/Title		*Honours et	c	
*Voluntary details.	Forename(s)				
	Surname	K.R.B. (SECRETA	RIES) LIMITED		
Previ	ous forename(s)				
Prev	ious sumame(s)				
Address		14 & 15 CRAVEN	14 & 15 CRAVEN STREET		
Usual residential address For a corporation, give the					
registered or principal office address.	Post town	LONDON			
	County/Region		Postcode	WC2N 5AD	
`	Country				
Co	nsent signature	1 47:04:77			
Directors (see notes 1–5) Please list directors in alphabetic	al order.	K.R.B. (SECRETA)			
NAME	*Style/Title		*Honours etc		
	Forename(s)	PHILIP RICHARD			
	Surname	WILD			
Previo	ous forename(s)				
Previ	ous surname(s)				
Address	,	26 GLENELG ROAD			
Usual residential address For a corporation, give the					
registered or principal office address.	Post town	LONDON			
	County/Region		Postcode	SW2 5JT	
	Country				
	Date of birth	Day Month Year 22 8 59	Nationality	BRITISH	
Busin	ess occupation	SOLICITOR			
Oth	er directorships	SEE ATTACHED LIST			
^	г	I consent to act as dire	······		
Coi	nsent signature			te 23.04.99	

P.R. WILD

List of Directorships

CURRENT DIRECTORSHIPS

26 GLENELG ROAD UNLIMITED
DOCKSYSTEM LIMITED (Dormant)
THE CHAMPIONSHIPS WIMBLEDON LIMITED (Dormant)
K.R.B. (SECRETARIES) LIMITED (Dormant)

FORMER DIRECTORSHIPS

SDD EXHIBITIONS LIMITED (Alternate Director 19.2.99 to 18.3.1999)

Directors-(continued) (s	ee notes 1-5)				
NAME	*Style/Title			*Honours etc	: .
*Voluntary details.	Forename(s)	ANDREA SO	PHIA		
•	Surname	GEORGEOU			
Previo	us forename(s)				
Previo	ous surname(s)				
Address		156 CAT HILL			
Usual residential address For a corporation, give the registered or principal office					
address.	Post town	EAST BARN	ET	7 -	
	County/Region	HERTFORDS	HIRE	Postcode	EN4 8HU
	Country				
	Date of birth	Day Month 15 12		tionality	BRITISH
Busine	ess occupation	TRAINEE S	OLICITOR		
Othe	r directorships	NONE.			
	Ī				
	! !	I consent to act as director of the company named on page 1			y named on page 1
Con	sent signature	Leva	ear	Dat	23.04.99
This section must be si	gned by	<u> </u>		· · · · · · · · · · · · · · · · · · ·	
Either an agent on behalf of all subscribers	Signed [Kidd K	apinet	Dat	e 23.04.99
Or the subscribers	Signed			Dat	е
(i.e. those who signed as members on the	Signed			Dat	е
memorandum of association).	Signed			Dat	е
	Signed	•		Date	е
	Signed			Date	е
	Signed			Date	е

Notes

 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.

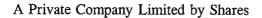
3. Directors' details:

 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 insufficent 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. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number. The Companies Act 1985 and The Companies Act 1989



Memorandum of Association

of

uc.com ltd

- 1. The Company's Name is uc.com ltd.
- 2. The Company's Registered Office is to be situated in England and Wales.
- 3. The Company's Objects are:-
 - (A) To carry on all or any of the businesses of a holding company of other companies. firms and businesses, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stock, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and whether in a nominee capacity or for the Company's own account; and generally to hold, manage, develop, lease, sell or dispose of the same, and to vary any of the investments of the Company; to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account; and to co-ordinate the policy and administration of any group of companies of which the Company is a member or which are in any manner controlled by or connected with the Company; to act as company secretary alone or jointly with any other person or persons for any company or companies incorporated in any part of the world, as secretary for any association or associations whether incorporated or not in any part of the world and as agent or oversea company agent for any other body incorporated in any part of the world, and to provide administrative, legal, technical and financial services of every description to other companies, firms and persons; to act as business and office managers, and to carry on all or any of the businesses of capitalists, trustees. financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stocks and share brokers and dealers and commission and general agents, merchants and traders; and to act as merchants generally.
 - (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

NINC \$100 NW 010299 SIDAY

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- (C) 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 purposes of or in connection with the Company's business or any branch or department thereof.
- (D) 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.
- (E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and 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 and subject to such rights, powers, privileges and conditions 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 assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve.
- (H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generally of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business.
- (I) To establish and maintain or procure the establishment and maintenance of any noncontributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or

emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (J) To draw, make accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) 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.
- (M) 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 of any company or corporation, with or without deferred or preferred 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.
- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stocks or securities of and to subsidise or otherwise assist any such company.
- (O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the

payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, 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.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant 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.
- (R) To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (T) 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.
- (U) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.
- (V) 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.
- (W) To do all such things as are incidental or conductive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in any way limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the 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 £100,000 divided into 999,999,990 "A" Ordinary Shares of 0.01p (one hundredth of a penny) each and 10 "B" Ordinary Shares of 0.01p (one hundredth of a penny) 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
For and on behalf of K.R.B. (SECRETARIES) LTD.	10 "B"
K.R.B. (SECRETABLES) LTD. 14e1S Crowen Street London WC2N 5AD	
Total Shares taken	10 "B"

Dated 26 Amil 1999
Witness to the above Signatures: Range MANOREA GEORGEM

156 CAT HILL

CAST BARNET

HERTFORDSHURE

EN48HU

The Companies Act 1985 and The Companies Act 1989

A Private Company Limited by Shares

Articles of Association

of

uc.com ltd

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8 and 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARES

- 2. The present authorised share capital of the Company is £100,000, divided into 999,999,990
 "A" Ordinary Shares of 0.01p (one hundredth of a penny) each (""A" Shares") and 10 "B"
 Ordinary Shares of 0.01p (one hundredth of a penny) each (""B" Shares"). Each of the "A"
 Shares and "B" Shares shall rank pari passu in all respects, except as expressly stated in these
 Articles. The "A" Shares and the "B" Shares are referred to collectively in these Articles as
 "Shares".
- 3. (A) Subject to Sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
 - (B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated, and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.
 - (C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
 - (D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of

the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

- 4. After the first 500,000,000 Shares in the authorised share capital of the Company have been allotted or had options granted in respect of them, the Company shall not allot any further Shares unless:
 - (A) it has made an offer to each member to allot to him on the same terms a proportion of those Shares which is as nearly as practicable equal to the proportion in nominal value held by him of all Shares presently in issue in the Company; and
 - (B) the period during which such offer may be accepted has expired or the Company has received notice of the acceptance or refusal of every offer so made.

An offer required by Sub-Article (A) hereof shall be by notice in writing to the members, and must state a period of not less than 14 days during which it may be accepted. The offer shall not be withdrawn before the end of that period.

5. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (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 person whether solely or as one of 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 on a Share shall extend to any dividend or other amount payable in respect thereof.

GENERAL MEETINGS

- 6. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.
- 7. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
- 8. The quorum for General Meetings shall be one person entitled to vote in respect of each class of Shares presently in issue, and Clause 40 of Table A shall be modified accordingly.
- 9. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

VOTES OF MEMBERS

10. The holders of the "A" Shares present (whether in person, by proxy or (being a corporation) by a duly authorised representative) at a general meeting shall have between them no more than 49.5% of the total voting rights at the meeting and the holders of the "B" Shares present

(whether in person, by proxy or (being a corporation) by a duly authorised representative) at a general meeting shall have between them no less than 50.5% of the total voting rights at the meeting. The percentage voting rights of each member within each class shall be determined in accordance with Clause 54 of Table A.

DIRECTORS

- 11. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. 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 or Table A; and Clause 89 of Table A shall be modified accordingly.
- 12. 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 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.
- 13. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.
- 14. A Director who is absent from the United Kingdom shall be entitled to receive notice of a Board Meeting, which may be given to any Board member by telephone, fax or electronic mail. The third sentence of Regulation 88 of Table A shall be deleted.
- 15. Any Director may participate in a Board meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and any Director participating in a meeting in this manner shall be deemed to be present in person at such meeting and shall count in the quorum.

INDEMNITY

- 16. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office, provided that:
 - (A) the indemnities in Clause 118 of Table A and this Article shall not apply to the extent that any such losses or liabilities are insured; and
 - (B) the Directors may exercise the powers of the Company to purchase and maintain for any Director, officer, official or auditor of the Company insurance against any such liability as is mentioned in Section 310 of the Act.

TRANSFER OF SHARES

17. 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; and Regulation 24 of Table A shall be modified accordingly.

NOTICES

18. Members who are outside the United Kingdom shall be entitled to receive notices, and Regulation 112 of Table A shall be amended accordingly.

Names and Addresses of Subscribers

For and on behalf of K.R.B. (SECRETARIES) LTD.

K.R.B. (SETRETARIES) LD. 14e15 Craver Street

Combon WC2N SAD

26 April Dated

Witness to the above Signatures:

AMBREA GEORGEOU

156 CAT HILL

EAST BARNET

HEREFECK DSHURE

EN4 8HU