

FILE COPY



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

Company No. 3953170

The Registrar of Companies for England and Wales hereby certifies that
CHELMER MANAGEMENT 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 21st March 2000



N03953170F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B

FORBES COMPUTER SYSTEMS

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



* F 0 1 2 0 H 3 0 *

**CHELMER MANAGEMENT SERVICES
LIMITED**

I, **ANDREW JOSEPH ALBERT NIXON**

of **159 SPENDMORE LANE COPPULL CHORLEY LANCASHIRE**

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.

* Please delete as appropriate.

Declarant's signature

Declared at **2 ST MARY'S WALK CHORLEY LANCASHIRE**

the **14TH**

day of

MARCH

~~One thousand nine hundred and ninety~~

TWO THOUSAND

** Please print name

before me**

IAN HILTON

Signed

Date

14TH MARCH 2000

A Commissioner for Oaths or ~~Notary Public or Justice of the Peace or Solicitor~~

NIXON WILLIAMS LIMITED

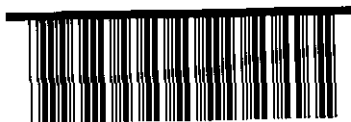
159 SPENDMORE LANE COPPULL CHORLEY LANCASHIRE

Tel **01257 793700**

DX number

DX exchange

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.



A36 *A31UU0TJ* 0643
COMPANIES HOUSE 15/03/00

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

FORBES COMPUTER SYSTEMS

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Number

Company Name in full



* F 0 1 0 0 H 3 0 *

CHELMER MANAGEMENT SERVICES LIMITED

Proposed Registered Office

159 SPENDMORE LANE

(PO Box numbers only, are not acceptable)

COPPULL

Post town

CHORLEY

County / Region

LANCASHIRE

Postcode

PR7 5BY

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

NIXON WILLIAMS LIMITED

Address

159 SPENDMORE LANE

COPPULL

Post town

CHORLEY

County / Region

LANCASHIRE

Postcode

PR7 5BY

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.

NIXON WILLIAMS LIMITED

159 SPENDMORE LANE, COPPULL, CHORLEY, LANCASHIRE, PR7 5BY

Tel 01257 793700

DX number

DX exchange



A36
COMPANIES HOUSE

0644
15/03/00

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

NWL SECRETARIES LIMITED

NAME *Style / Title

*Honours etc

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

159 SPENDMORE LANE

Usual residential addressFor a corporation, give the
registered or principal office
address.

COPPULL

Post town

CHORLEY

County / Region

LANCASHIRE

Postcode

PR7 5BY

Country

ENGLAND

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

Consent signature

S. E. Ritchie

Date

14/03/00

Directors (see notes 1-5)

Please list directors in alphabetical order

Name *Style / Title

*Honours etc

Forename(s)

Surname

NWL NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address

159 SPENDMORE LANE

Usual residential addressFor a corporation, give the
registered or principle office
address.

COPPULL

Post town

CHORLEY

County / Region

LANCASHIRE

Postcode

#PR7 5BY

Country

ENGLAND

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

S. E. Ritchie

Date

14/03/00

Directors (continued)

(see notes 1-5)

* Voluntary details

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

Postcode

Country

Day Month Year

Date of birth**Nationality****Business occupation****Other directorships**

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

Consent signature**Date****This section must be signed by
Either****an agent on behalf
of all subscribers****Signed**

S. E. Litchie

Date

14/03/00

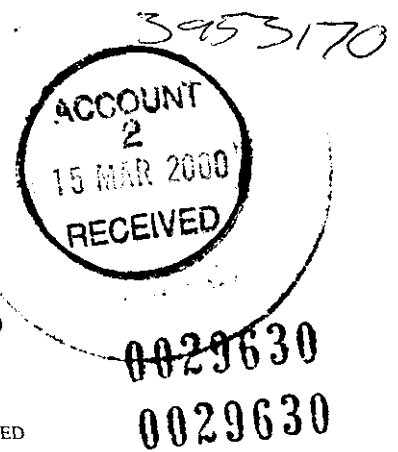
Or the subscribers**(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

THE COMPANIES ACTS 1985 to 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION of

CHELMER MANAGEMENT SERVICES LIMITED



- 1 The name of the company is : CHELMER MANAGEMENT SERVICES LIMITED
- 2 The Registered Office of the company will be situated in England and Wales
- 3 The Company's object is to carry on business as a general commercial company.
- 4 The liability of the members is limited.
- 5 The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

We, the person whose names and addresses are subscribed hereafter are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names and addresses
of the Subscribers.

Number of Shares taken by
each Subscriber.

NWL Nominees Limited
159 Spendmore Lane
Coppull
Chorley
Lancashire
PR7 5BY

One

S. E. Ritchie

NWL Secretaries Limited
159 Spendmore Lane
Coppull
Chorley
Lancashire
PR7 5BY

One

Ann Ball

Dated this 14th day of March 2000

Witness(es) to the above signatures :-

(name) **Joanne Elson**
(address) **159 Spendmore Lane**
Coppull
Chorley
Lancashire
PR7 5BY
(occupation) **Administration Assistant**

J. Elson



THE COMPANIES ACTS 1985 to 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of

CHELMER MANAGEMENT SERVICES LIMITED

PRELIMINARY

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or 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 debentures being offered for sale to the public. References in these Articles to "the Act" are references to the Companies Acts 1985 to 1989.
2. Subject as hereinafter provided the Regulations set out in Table A of the schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company.
3. The following Regulations of the said Table "A" shall not apply to this Company :-
8 to 22, 24, 40, 64, 73 to 80 and 101.

SHARE CAPITAL

4. The share capital of the company comprises 100 shares of £1 each which rank *pari passu* in all respects.
5. The company shall not issue any shares otherwise than fully paid on allotment
6. The Directors may, in their absolute discretion and without any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
7. The Directors may, pursuant to section 80 of the Act, at any time within five years from the date of incorporation of the company allot any part of the share capital in the company for the time being authorised but unissued.
8.
The company shall not use a common seal and accordingly Regulation 101 of Table A shall not apply to the company and Regulation 6 of Table A shall not apply as if the words "shall be sealed with the seal" were deleted and replaced by "signed by any one director and by the secretary".

SHAREHOLDERS' MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation and holding a majority of the share capital, shall be a quorum.

DIRECTORS.

10. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one.
11. The directors shall have power at any time, and from time to time, to appoint any person to be a director.
12. A member or members holding a majority of the issued share capital shall have power from time to time and at any time, by instrument in writing signed by the member or members (or if a company, signed by its secretary), to appoint any person as a director and to remove from office any director howsoever appointed.
13. No person shall be disqualified from being or becoming a director by reason only of having attained the age of 70 years.

SECRETARY.

14. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the corporation of the Company and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS.

15. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or in 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.

Names, Addresses of the Subscribers.

NWL Nominees Limited
159 Spendmore Lane
Coppull
Chorley
Lancashire
PR7 5BY

S. S. Litchie

NWL Secretaries Limited
159 Spendmore Lane
Coppull
Chorley
Lancashire
PR7 5BY

Alvin Ball

Dated this 14th day of March 2000

Witness(es) to the above signatures :-

(name)	Joanne Elson
(address)	159 Spendmore Lane Coppull Chorley Lancashire PR7 5BY
(occupation)	Administration Assistant

J. Elson