

FILE COPY



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

Company No. 3997525

The Registrar of Companies for England and Wales hereby certifies that
MAGNOLIA UK 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 19th May 2000



N03997525R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

C007

Please complete in typescript or
in bold black capitals

Company Name in full**Declaration on application for registration**

I,

Christopher Hackett

of

Unit 1a, Mainline Business Centre, Station Road, Liss, Hampshire GU33 7AD

Do solemnly and sincerely declare that I am a 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

Declared at

5d Charles Street, Petersfield, Hampshire GU32 3EH

the

TWELFTH

day of

May

Two Thousand

*please print name

Before me *

Marcus Scale Cover

Signed*M. S. Cover***Date**12TH May 2000

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 a query

Companies UK Registrations Limited**Unit 1a, Mainline Business Centre, Station Road, Liss, Hampshire****Tel: 0800 6520771**A24
COMPANIES HOUSE

A3U51QIL

0368
15/05/00

When you have completed and signed the form please send it to:

Companies UK Registrations Limited
Unit 1a, Mainline Business Centre, Station Road,
Liss, Hampshire GU33 7AD

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

*** F0100G30 *****Company Name****Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Post town

County / Region

If the memorandum is delivered by an agent for the
subscriber(s) of the memorandum mark the box
opposite and give the agents name and address

Agent's Name

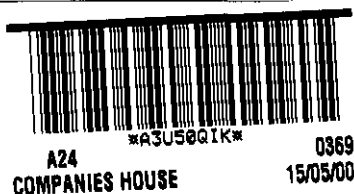
Address

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 a query

Companies UK Registrations Limited**Unit 1a, Mainline Business Centre, Station Road****Liss, Hampshire GU33 7AD / Tel: 0800 6520771****A24
COMPANIES HOUSE****0369
15/05/00**

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

Company Name

NAME *Style / Title

Honours etc

Forename(s)

Christopher Hackett

Surname

Previous forename(s)

Previous surname(s)

Address

Nametrak House

8 Greenfields

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

Post town

Liss

County / Region

Hampshire

Postcode

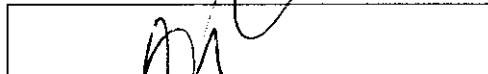
GU33 7EH

Country

England

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

Consent signature



Date

12th May 2000

Directors Please list directors in alphabetical order

Company Name

NAME *Style / Title

Honours etc

Forename(s)

Chichester Directors Limited

Surname

Previous forename(s)

Previous surname(s)

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

Address

Nametrak House, 8 Greenfields

Post town

Liss

County / Region

Hampshire

Postcode

GU33 7EH

Country

England

Date of birth

Nationality

N/A

Business occupation

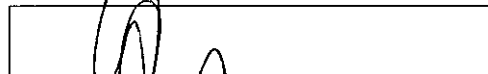
N/A

Other directorships

N/A

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

Consent signature



Date

12th May 2000

Directors

(continued)

Company Name

NAME *Style / Title

Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Usual residential address

Address

For a corporation, give the
registered or principal
office address

Post town

County / Region

Postcode

Country

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

Date

Or the subscribers

(i.e. those who signed as

members on the

Memorandum of Association

Signed

Date

12th May 2000

Signed

Date

Signed

Date

Signed

Date

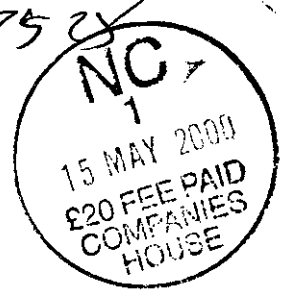
Signed

Date

000356

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THE COMPANIES ACT 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

066971

MEMORANDUM OF ASSOCIATION OF

Magnolia UK Services Limited

1. The name of the Company is "Magnolia UK Services Limited "
2. The Registered Office of the Company is to be situated in England and Wales
3. The objects for which the Company is established are:-

To carry on all or any of the businesses of general traders and merchants, manufacturers agents and representatives, cash and credit traders, insurance consultants, mortgage and insurance brokers and estate and advertising agents, financial agents, advisers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, distributors, buyers, sellers and shippers of, and dealers in all products, goods, wares, merchandise, materials, articles, components and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of advertising agents and contractors, marketing and business consultants, mail order specialists and discount traders, general storekeepers, warehousemen, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; garage operators and proprietors, haulage and transport contractors, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove and put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable

(b) to carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof to be conveniently or advantageously carried on in connection with, ancillary to or incidental to the objects of the Company or any of them and calculated whether directly or indirectly to render more profitable the Company's business;



A24
COMPANIES HOUSE

0370
15/05/00

(c) to pay all costs, charges and expenses incurred in the connection with the promotion and establishment of the company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery;

(d) to act as agents, brokers or underwriters for any person, persons, firm or company and to undertake and perform subcontracts for any person, persons or firms of companies and also to appoint and employ such agents, subcontractors, brokers and underwriters and to provide for the remuneration of their services in cash, or by the issue of shares, debentures or other securities of the company, or by the grant of options to take the same, or in any other manner allowed by law;

(e) to purchase or by any other means acquire, take over and undertake all or any part of the business, property, assets and liabilities of any person, persons, firm, company, society or partnership, and to conduct and carry on or liquidate any such business;

(f) to purchase, take on lease or otherwise acquire for the purposes of the company any estates, lands, buildings, easements or other interests in real estate, and to sell, let or otherwise dispose of or grant rights over any real property belonging to the Company;

(g) to purchase or otherwise acquire, construct, equip, maintain and adapt any premises and other installations and any plant, machinery and other things which may seem necessary or convenient for the purposes of the Company;

(h) to apply for, register, purchase or otherwise acquire and protect and prolong and renew any designs, trade marks, patents, licences, concessions, patent rights or inventions, copyright or secret processes which may be capable of being dealt with by the Company or likely to benefit the Company, and to grant licences or privileges to use the same;

(i) to buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant, tools, and goods or materials of any description capable of being conveniently made, used or sold;

(j) to sell, licence, let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company may determine;

(k) to issue, or guarantee the issue of, or the payment of interest on, the shares, debentures, debenture stock or other securities or obligations of any company, person or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue;

(l) to draw, accept and make, and to indorse, discount, execute, negotiate and issue bills of exchange and promissory notes, bills of lading, warrants, debentures and other negotiable instruments;

(m) to receive money on deposit at interest or otherwise;

(n) to lend or procure the advance of money with or without security to any person, persons, firms or companies on such terms and conditions as the Company may decide;

(o) to borrow and raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the payment of any money borrowed, raised or owing any mortgage, charge, standard security, lien or other security upon the whole or any part of the undertaking, property and assets of the Company (whether present or future) including its uncalled capital;

(p) to invest and deal with the monies of the Company not immediately required in such shares or upon such securities or in such manner and on such conditions as may from time to time be determined;

(q) to purchase, subscribe for or otherwise acquire, and to hold and sell, shares, stock or other interests in any company, society or undertaking;

(r) to establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same;

(s) to provide for the welfare of persons in or formerly in the employment of the company or its predecessors in business, and the dependents of such persons, by grants of money, the establishment of pension schemes and benevolent funds or otherwise; and to subscribe to or otherwise aid charitable, benevolent, scientific, national or other institutions or objects, which shall have any claims to support or aid from the company by reason of the nature or locality of its operations or otherwise; and to sponsor or subsidise any cultural or sporting event, performance or exhibition;

(t) to promote the Company's interests by advertising its products, works or services in any manner to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might be desirable;

(u) to make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business;

(v) to enter into and carry into effect any arrangement for joint working or profit-sharing, or for amalgamation, with any other company, or any partnership or person, carrying on business within or calculated to promote the objects of the Company;

(w) to acquire controlling or other interests in any companies, and to subsidise any company in which this Company may be interested and to establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company;

(x) to sell, dispose of, or transfer the business, property and undertaking of the Company, or any part thereof, for any consideration;

(y) to accept stock or shares in, or the debentures or other securities of, any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;

(z) to do all or any of the above things or all such other things as may appear to the Company to be conducive to the above objects or any of them (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;

4. The liability of the members is limited to the amount (if any) unpaid on the shares held by them.

5. The Company's share capital is £ 1000 divided into 1000 shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time determine. The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

I, the person whose name and address are subscribed, wish to be formed into a Company in pursuance of this memorandum of association, and I agree to take the number of shares in the capital of the company set out opposite to my name.

Name and address of subscriber

Number of shares taken by subscriber


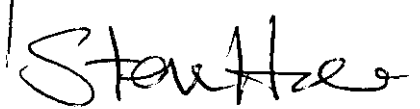
Christopher Hackett
Nametrak House, 8 Greenfields
Liss
Hampshire
GU33 7EH

TWO

DATED this 12th May 2000

Witness to the above signatures:

Steven Harrington
Forge House, Mill Road
Liss
Hampshire
GU33 7DX

THE COMPANIES ACT 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Magnolia UK Services Limited

Preliminary

1. The Company is a Private Company within the meaning 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 of those shares or debentures being sold to the public
2. Regulations 24, 41, 59, 64, 73 to 78, 80, 94 and 118 of Table A shall not apply to the Company.

Definitions

3. In these articles unless the context otherwise requires:-

"the Act"	means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.
"Articles"	means the articles of association in their present form or as from time time altered.
"Director"	means a director of the Company.
"Member"	means a member of the Company.
"Table A"	means Table A in the schedule to the Companies (Tables A-F) Regulations 1985 and shall apply to the Company except so far as they are excluded by or are inconsistent with these articles.

Share Capital

4. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally and generally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot, create, deal with, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital to such persons (including any director) on such terms and at any time or times during the period of five years from the date of incorporation and thereafter provided this authority is renewed from time to time by the Company in general meeting.
5. No shares shall be issued at a discount.
6. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.
7. The provisions of Section 89(1) of the Act shall not apply to the Company.
8. Save as otherwise directed by the Company in general meeting any shares which are not comprised in the authorised share capital with which the Company is incorporated from time to time to be created shall before they are issued be offered to the members in proportion as nearly as possible to the number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the directors, conveniently be offered under this article shall be at the disposal of the directors, who may allot, create, deal with, grant options over, or otherwise dispose of the same to such persons at any time or times on such terms as they think fit.

Lien

9. The lien conferred by Regulation 8 shall also attach to fully paid shares 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 he shall be the sole registered holder thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.

Transfer of Shares

10. The directors may, in their absolute discretion and without giving any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

Transmission of Shares

11. The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to

elect to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

Dividends

12. Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid. Regulation 104 shall be construed accordingly.

Proceedings at General Meetings

13. If within half an hour of the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or at such time and place as the directors may determine. If a quorum is not present at any adjourned meeting within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.
15. On a show of hands or on a poll votes may be given either personally or by proxy.

Directors

16. There shall be no maximum number of directors but if and so long as there is a sole director such director may act alone in exercising all the powers and authorities by Table A or these articles vested in the directors generally and Regulations 89 and 90 shall be modified accordingly. The first directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed directors accordingly. A director need not hold shares in the Company and no director shall be subject to retirement by rotation.
17. 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 the age of seventy or any other age.
18. In the case of an equality of votes at any directors meeting the chairman shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.
19. Subject to the provisions of Section 317 of the Act a director may contract with and participate in the profits of any contracts or arrangements as if he were not a director. A director shall also be capable of voting in respect of such contracts or

arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place or profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

20. Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

21. Regulation 88 of Table A shall be amended by substituting for the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

the following sentence:

Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom.

Secretary

22. 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 incorporation of the Company and deemed to be appointed accordingly.

Delegation of Powers

23. The following sentence shall be inserted after the first sentence of Regulation 72 of Table A:

Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company.

Borrowing Powers

24. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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 any third party.

Remuneration of Directors

25. Regulation 82 of Table A shall be amended by the addition of the following:

Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine

Alternate Directors

26. A director, or any such other person as is mentioned in Regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

Disqualification of Directors

27. The office of director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of director
- (2) If he ceases to be a director by virtue of Section 291 of the Act
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors
- (4) If he becomes of unsound mind
- (5) If he is prohibited from being a director by any order made under Section 295 to 300 of the Act
- (6) If he is removed from office by a resolution duly passed under Section 303 of the Act

The Seal

28. A document signed by a director and the secretary of the Company, or by two directors of the Company, and expressed (in whatever form of words) to be executed by the Company as a deed has the same effect as if executed under the common seal of the Company.

29. A document executed by the Company where it is made clear on its face that it is intended to be a deed has effect, upon delivery, as a deed.
30. Where in these articles, Table A or otherwise reference is made to the company seal, the document may be executed by affixing the seal in accordance with Regulation 101 or by signature in accordance with article 28 herein.

Notices

31. Any notice required by these articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

32. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Name and address of subscriber

Number of shares taken by subscriber

Christopher Hackett
Nametrak House, 8 Greenfields
Liss
Hampshire GU33 7EH

TWO

DATED this 12th May 2000

Witness to the above signatures:

Steven Harrington
Forge House, Mill Road
Liss
Hampshire GU33 7DX

