



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

Company No. 4078266

The Registrar of Companies for England and Wales hereby certifies that
R & R ACCOUNTING 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 26th September 2000



N04078266K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

12

Declaration on application for registration

Company Name in full

R & R ACCOUNTING LIMITED

I,

LYNN HUGHES signing on behalf of C & M Registrars Ltd.

of

7 Spa Road, London SE16 3QQ.

† 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

[Signature]

Declared at

Bishopsgate House, 5/7 Folgate Street, London E1 6BX.

Day Month Year

On

20 09 2000

① Please print name.

before me ①

ALFRED JOHN HOOPER

Signed

[Signature]

Date

20/09/2000

† 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 any query.

OYEZ COMPANY SERVICES

7 SPA ROAD, LONDON, SE16 3QQ.

Tel 0171 394 9311

DX number 80705

DX exchange BERMONDSEY



revised June 1998

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



COMPANIES HOUSE

10

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 Name in full



R 2 R ACCOUNTING LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

PO BOX 55, 7 SPA ROAD

Post town LONDON

County / Region

Postcode SE16 3QQ

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 OYEZ COMPANY SERVICES

Address PO BOX 55

7 SPA ROAD

Post town LONDON

County / Region

Postcode SE16 3QQ

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.

OYEZ COMPANY SERVICES

Tel 0207 394 9311

DX number 80705 DX exchange BERMONDSEY



A17
COMPANIES HOUSE

0372
21/09/00

Form revised March 1995

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

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

C & M SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

PO BOX 55

Usual residential address

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

7 SPA ROAD

Post town

LONDON

County / Region

Postcode

SE16 3QQ

Country

UK

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

Consent signature

FOR AND ON BEHALF OF C & M SECRETARIES LTD

Date

20/9/00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

C & M REGISTRARS LIMITED

Previous forename(s)

Previous surname(s)

Address

PO BOX 55

Usual residential address

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

7 SPA ROAD

Post town

LONDON

County / Region

Postcode

SE16 3QQ

Country

UK

Day Month Year

Date of birth

Nationality

LIMITED COMPANY

Business occupation

Other directorships

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

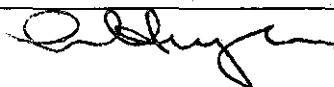
Consent signature

FOR AND ON BEHALF OF C & M REGISTRARS LTD

Date

20/9/00

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

20/9/00

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**

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.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

R & R ACCOUNTING LIMITED

1. The Company's name is ~~R & R~~ ACCOUNTING 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 the business of accountants, book-keepers, credit controllers, financial agents, trustees, nominees, registrars, directors, secretaries, financial, investment, commercial, industrial and non-industrial consultants, business advisers, office organisers, personnel and management consultants, business and efficiency experts, insurance, mortgage and finance brokers; to act as employment agents, security advisers, accountancy and tax consultants and to undertake all planning relating to financial, commercial and business ventures; to provide a consultancy and advisory service to persons and companies having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; to supply such staff as may be required under any contract and arrangements entered into by the Company; and to carry on any other trade or business whatever of a like and similar nature.



- (B) To carry on such other business or trade as the Directors of the Company may from time to time consider can be conveniently or advantageously carried on by the Company in furtherance of any of its objects.
- (C) To buy, take on lease, or in exchange, hire or otherwise acquire and hold for any estate or interest whatsoever anywhere in the world any property of any nature whatsoever, whether movable or immovable, tangible or intangible, which the Company may deem necessary or convenient for the purposes of or in connection with its business and to sell, lease, license, grant rights in or over, improve, exploit, turn to account, mortgage or develop all or any part of such property or generally deal with the same in such manner and for such consideration as the Company may think fit.
- (D) To build, erect, construct, maintain, alter, renovate, enlarge, demolish, remove or replace any buildings, structures, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid or contributing to the cost thereof.
- (E) To borrow or raise money anywhere in the world and in any currency upon such terms and on such security (if any) as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by way of mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by way of similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.
- (F) To apply for, take out, hold, use, purchase or otherwise acquire any patents, licences, franchises, concessions and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information or data whatsoever and to exercise, use, develop, exploit, grant licences in respect of or otherwise turn to account any rights, information or data so acquired.
- (G) To invest in, purchase, subscribe for or otherwise acquire and hold and deal with any investments, shares, stock, debentures, debenture stock, bonds or securities of any nature whatsoever of any other company or corporation established, constituted or carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing of the subscription of any shares, debentures, debenture stock, bonds, stock and securities of any company or corporation anywhere in the world, whether limited or unlimited, at such times and upon such terms and conditions as to remuneration or otherwise as the Company may deem expedient.
- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as the Company may from time to time deem expedient.
- (J) To lend money or give credit with or without security on such terms as the Company may deem expedient and receive money on deposit or loan from and give guarantees or become surety for any persons, firms or companies whatsoever and wheresoever.

- (K) To enter into partnership or into any joint enterprise or arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is lawfully entitled to carry on or any business or transaction capable of being conducted so as to benefit the Company directly or indirectly.
- (L) To purchase, take over or otherwise acquire or undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is lawfully entitled to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the Company directly or indirectly.
- (M) To sell, assign, exchange, lease, dispose of, exploit, turn to account or otherwise deal with all or any part of the undertaking of the Company at such time and for such consideration as the Company may deem expedient and in particular the shares, stock or securities of any other company formed or to be formed.
- (N) To establish, promote, finance or otherwise assist either alone or in conjunction with others any other company for the purpose of acquiring all or any part of the assets, property, rights and liabilities of the Company or for any other purpose which the Company may consider likely to benefit the Company directly or indirectly.
- (O) To pay for any rights or property purchased or otherwise acquired by the Company and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever and generally on such terms as the Company may determine and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (P) To receive or accept payment in whole or in part for any property or rights sold or otherwise disposed of by the Company and for any services rendered by the Company either cash, whether by instalments or otherwise, or stock or shares, whether fully or partly paid up, of any company or corporation or any debentures or other securities of any company or corporation and generally on such terms as the Company may deem expedient and to hold or generally deal with by sale or otherwise any stock, shares, debentures or securities so received or accepted.
- (Q) To make, draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip warrants and other negotiable instruments of any nature.
- (R) To establish, subscribe to, subsidise or otherwise aid or help in the establishment or support of any associations, institutions, clubs, funds, trusts and schemes calculated to be for the benefit of or to advance the well being or welfare of the directors, ex-directors, officers, ex-officers, employees, or ex-employees of the Company or the families, dependents or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, or families, dependents or connections and to subscribe or guarantee money for any charitable, benevolent or useful object of a public nature.

- (S) To distribute among the members in specie any property or assets of the Company or any proceeds of sale or disposal of any property or assets 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 and from time to time required by law.
- (T) To give or render whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a)) of the Companies Act 1985 ("the Act") for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act subject to and in strict compliance with the provisions of Sections 155 to 158 inclusive of the Act (if and insofar as the same may be applicable).
- (U) To do, carry out or execute all or any of the foregoing objects and things in any part of the world either alone or in conjunction with others and whether or not as principals, agents, contractors, trustees, factors or otherwise and whether or not by or through agents, sub-contractors, trustees or otherwise.
- (V) To do all such other things as may be deemed incidental, ancillary or conducive to the attainment of the foregoing objects or any of them.

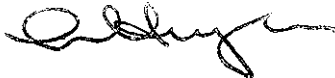
It is hereby expressly declared that the objects of the Company as specified in each of the foregoing sub-clauses shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same appear. The widest interpretation shall be given to the objects contained in each sub-clause and shall not be restrictively construed and the objects contained therein shall not, save where the context expressly so requires, be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clauses or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects mentioned in any other sub-clause.

4. The liability of the members is limited.


5. The share capital of the Company is £50,000 divided into 50,000 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
------------------------------------	---


For and on behalf of
C & M REGISTRARS LIMITED
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ


ONE


For and on behalf of
C & M SECRETARIES LIMITED
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ

ONE

Dated the 20th September 2000.

WITNESS to the above Signatures :-


ALAN GRIFFIN
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

R & R ACCOUNTING LIMITED

PRELIMINARY

1. (a) The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and as in force at the date of incorporation of the Company ("Table A") shall apply to the Company except insofar as they are excluded, varied or modified by these Articles and such regulations (except insofar as they are excluded, varied or modified as aforesaid) together with these Articles shall constitute the Regulations of the Company.

(b) Unless the context otherwise requires, the words or expressions defined in Regulation 1 of Table A shall bear in these Articles the meanings so defined.

ALLOTMENT OF SHARES

2. The Company is a private limited company having a share capital and accordingly the Company shall not -

- (a) offer to the public (whether for cash or otherwise) any shares in or debentures of the Company;
- (b) 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 these shares or debentures being offered for sale to the public.

3. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to exercise generally and unconditionally the power of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company at such time or times to such person or persons and on such conditions as they think fit subject to the provisions of Article 2 hereof and provided that no shares shall be issued at a discount.

4. Section 89(1) of the Act shall not apply to the allotments of equity securities by the Company.

LIEN

5. Subject to the right of the Directors of the Company at any time to declare any share or shares to be wholly or in part exempt from the provisions of this Article, every share (whether fully paid or not) including all dividends (if any) payable thereon shall be subject to a first and paramount lien in favour of the Company for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and all shares (whether fully paid or not) including all dividends (if any) payable thereon registered in the name of any person indebted or under liability to the Company shall be subject to a first and paramount lien in favour of the Company for all moneys presently payable by him or his estate to the Company, whether he be the sole registered holder thereof or one of two or more joint holders. Regulation 8 of Table A shall be modified accordingly.

TRANSFER AND TRANSMISSION OF SHARES

6. Regulation 24 of Table A shall not apply to the Company.

7. (a) Except in the circumstances set out in Article 7(b) hereof, the Directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of any share whether or not it is fully paid up;

(b) Subject to the overriding proviso that nothing in these Articles contained shall prevent the Directors of the Company from declining to register a transfer of a share in respect of which the Company has a lien or to any infant, bankrupt or person of unsound mind, any share may be transferred :-

- (i) to a person who is already a member of the Company;
- (ii) to any child or remoter issue, parent, brother, sister or spouse of a member transferring, by a member of the Company;
- (iii) to any child or remoter issue, parent, brother, sister, widow or widower of a deceased member, by the personal representatives of such deceased member;
- (iv) to the trustees of the Will of a deceased member, by the personal representatives of such deceased member; and
- (v) to the trustees for the time being of the Will of any deceased member or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same, by the trustees of the Will of any deceased member or of a settlement created by a member or deceased member.

GENERAL MEETINGS

8. In every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

9. Every notice calling a General Meeting of the Company shall also be sent to the Auditors for the time being of the Company.

DIRECTORS

10. Unless otherwise determined by ordinary resolution the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall not be less than one and Regulation 64 of Table A shall be modified accordingly. If and whenever there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. No share qualification shall be required by a Director.

11. The first Director or Directors of the Company shall be the person or persons so named in the statement delivered under Section 10(2) of the Act.

12. No Director shall be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

13. The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

14. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

PROCEEDINGS OF DIRECTORS

15. Regulations 94, 95 and 96 of Table A shall not apply to the Company.

16. Provided that a Director shall declare his interest in any contract, transaction or arrangement, he may vote as a Director in respect of any such contract, transaction or arrangement or upon any matter or thing arising thereout and if he shall so vote his vote shall be counted.

SECRETARY

17. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10(2) of the Act.

INDEMNITY

18. Subject to the provisions of the Act and in addition to the indemnity contained in Regulation 118 of Table A, every director, managing director, agent, auditor, secretary and other officer or official of the Company shall be entitled to be indemnified out of the assets of the Company from and against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names and Addresses of Subscribers



For and on behalf of
C & M REGISTRARS LIMITED
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ



For and on behalf of
C & M SECRETARIES LIMITED
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ

Dated the 20th September 2000.

WITNESS to the above Signatures :-



ALAN GRIFFIN
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ