FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4089344

The Registrar of Companies for England and Wales hereby certifies that HARROWELL SHAFTOE (NO.48) 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 12th October 2000



N04089344J







Please complete in typescript,

Declaration on application for registration

or in bold black capitals.	
CHWP000	
Company Name in full	HARROWELL SHAFTOE (NO 48) LIMITED
of † Please delete as appropriate.	MORGATE HOUSE CLIFTON MOR, YORK do solemnly and sincerely declare that I am a † [Seliciter engaged in the fermation 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 Declared at	Hacuedun Failtr Chave Salicium yor Court Electres Centre rk Y03 474, 5704 691000
. On Delease print name. Defore me	Day Month Year 2 2 0 9 2 0 0 0 PHILIP CROWE
Signed t	A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor
	MRS J.E. SACHEDINA HARROWELL SHAFTOE MOORGATE HOUSE CLIFTON MOOR, YORK YO30 HWY Tel 0190H 690111 DX number 61H6H DX exchange HAXBY When you have completed and signed the form please send it to the Registrar of Companies at: Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
COMPANIES HOUSE 28/09/00	for companies registered in England and Wales

Form revised June 1998

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



Companies House

for the record

Please complete in typescript, or in bold black capitals. CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

SHAFTOE (NO 48) LIMITED HARROWELL

Proposed Registered Office

(PO Box numbers only, are not acceptable)

HOUSE

MOORGATE

LIFTON MOOR

Post town

County / Region

YORK

Postcode

Y030

4WY

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

SHAFTOE ARROWELL

MRS J.E. SACHEDINA

MOORGATE HOUSE

Address

MOORGATE

Moor MOT 7 L

Post town

County / Region

YORK

Postcode

CLIFTON MOOR, YORK

Y030 HMY

Number of continuation sheets attached

NONE

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.

COMPANIES HOUSE

COMPANIES HOUSE Form revised July 1998 06/10/00 28/09/00

01904 690111 Y030 HWY DX number 61464 DX exchange HAXBY When you have completed and signed the form please send it to the

Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

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

Company Secretary (see notes 1-5) Company name SHAFTOE (NO 48) HARROWELL LIMITED NAME *Honours etc *Style / Title MRS Forename(s) * Voluntary details ROSALIND ELIZABETH Surname SALKELD Previous forename(s) Previous surname(s) RIVERS READ **Address** 35 MARLBOROUGH DRIVE Usual residential address For a corporation, give the registered or principal office Post town address. IADCASTER County / Region Postcode LS24 9Ju NORTH YORKSHIRE Country ENGLAND I consent to act as secretary of the company named on page 1 Consent signature **Date** 22-09.2000 Directors (see notes 1-5) Please list directors in alphabetical order *Honours etc NAME *Style / Title MRS Forename(s) JANE EDITH Surname SACHEDINA Previous forename(s) Previous surname(s) WALTERS **Address** WAYS" BETWEEN THE Usual residential address ROAD For a corporation, give the SHIPTON registered or principal office address. Post town County / Region Postcode YORK Y030 5RQ Country ENGLAND Day Month Year **Nationality** BRITISH Date of birth 2 10 912 91610 **Business occupation** OLICITOR Other directorships NONE

Consent signature / / Jau

Hachedin

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

Date 22-09

22-09.2000

Directors (continued)	(see notes 1-5)	
NAME *S	Style / Title	*Honours etc
* Voluntary details Fo	orename(s)	
	Surname	
Previous forename(s)		
Previous surname(s)		
Address		
Usual residential address For a corporation, give the		
registered or principal office address.	Post town	
Coun	ty / Region	Postcode
	Country	
		Day Month Year
Date of birth		Nationality
Business occupation		
Other directorships		
	İ	
Consent signature		I consent to act as director of the company named on page 1
		Date
This section must be signed by Either		
an agent on behalf of all subscribers	Signed	Hadredun Date 22-09-2000
Or the subscribers	Signed	Date
memorandum of	Signed	Date
	Signed	Date
	Signed	Date
	Signed	Date
,	Signed	Date

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION

of

HARROWELL SHAFTOE (NO. 48) LIMITED

Incorporated the

day of

2000

COMPANY NUMBER:

Harrowell Shaftoe Solicitors Moorgate House

Clifton Moorgate

YORK Y030 4WY



THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

HARROWELL SHAFTOE (NO. 48) LIMITED

Incorporated the

day of

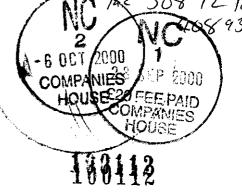
2000

COMPANY NUMBER:

Harrowell Shaftoe
Solicitors
Moorgate House
Clifton Moorgate
YORK Y030 4WY

Burs





AND

THE COMPANIES ACT 1989

#ALLICYUID* 0316
COMPANIES HOUSE 06/10/00
COMPANIES HOUSE 28/09/00

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HARROWELL SHAFTOE (NO. 48) LIMITED

- 1. The Company's name is Harrowell Shaftoe (No. 48) Limited
- 2. The Company's Registered Office is to be situated in England and Wales.
- The Company's object is to carry on business as a General Commercial Company and to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - Without prejudice to the generality of the foregoing, the Company shall have the power:-
- (A) To purchase, take on lease, 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.

- (B) 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.
- (C) 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.
- (D) 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 and also to secure any sum less the nominal amount of such securities, 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.
- (E) To receive money on deposit or loan upon such terms as the Company may approve.
- (F) To lend money to any company, firm or person and to give all kinds of indemnities 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

 Document Ref: -1069824000 Page 4 of 18 OFFPLO/21

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 generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.

- (G) 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 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 dependants 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 establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (H) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (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 or securities and in such manner as may from time to time be determined.
- (J) 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.
- (K) 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 kind 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.
- (L) 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, stock or securities of and to subsidise or otherwise assist any such company.
- (M) 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 interests 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.

- (N) 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 is 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 to directly or indirectly benefit the Company.
- (O) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share 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.
- (P) To amalgamate with any other company whose objects are or include objects similar to those of this 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.
- (Q) To subscribe for, purchase or otherwise acquire and hold shares, stock debentures or other securities of any other company.
- (R) 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.

- (S) 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.
- (T) 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.
- (U) 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. Provided always that no paragraph shall prejudice or limit the activities of the Company as a General Commercial Company.

- 4. The liability of the Members is limited.
- 5. The Company's share capital is £100 divided into 100 shares of £1 each.

I, the Subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of Shares shown opposite my name.

Names and Addresses of Subscriber

Number of Shares

Taken by

Subscriber

JANE EDITH SACHEDINA

(Hachedin

"BETWEEN THE WAYS"

52 SHIPTON ROAD

YORK

Y030 5RQ

One

Total Shares Taken

One

Dated the 22 nd day of September 2000

Witness to the above Signature:

mm fourbest.

MELANIE MONICA LAMBERT

Harrowell Shaftoe

Solicitors

Moorgate House

Clifton Moorgate

YORK Y030 4WY

LEGAL SECRETARY

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HARROWELL SHAFTOE (NO. 48) LIMITED

Incorporated the

day of

2000

COMPANY NUMBER:

Harrowell Shaftoe
Solicitors
Moorgate House
Clifton Moorgate
YORK Y030 4WY

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HARROWELL SHAFTOE (NO. 48) LIMITED

PRELIMINARY

- 1. (a) Subject as hereinafter provided 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 called "Table A") shall apply to the Company.
 - (b) In these Articles the expression "the Act" means the Companies Act 1985 but any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Directors shall have full control of shares which are comprised in the authorised share capital at the date of adoption of these Articles and may allot relevant securities (as defined in Section 80(2) of the Act) as authorised from time to time

by the Company, and during the period of five years commencing with the date of adoption of these Articles the Directors shall have authority to allot relevant securities to such persons and for such consideration and upon such terms and conditions as they may determine provided that the nominal value of the relevant securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being, and after the period of five years commencing with the date of adoption of these Articles the Directors may allot any relevant securities in pursuance of an offer or agreement so to do made by the Company within that period. The Authority hereby given may at any time be renewed revoked or varied by Ordinary Resolution of the Company.

(b) All shares which are not comprised in the authorised share capital at the date of adoption of these Articles and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid

Document Ref: -1069824000 Page 12 of 18 OFFPLO/21

shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80, 80A and 379A of the Act.

(c) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

LIENS ON SHARES

3. The lien conferred by Regulation 8 in Table A shall attach to all shares whether fully paid or not and to all shares standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders. Regulation 8 in Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

- 4. (a) Regulations 40 an 41 of Table A shall not apply to the Company.
 - (b) No business shall be transacted at any General Meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation shall be a quorum, unless the Company has only one Member in which case one Member present in person or by proxy shall be a quorum.
 - (c) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other

Document Ref: -1069824000

Page 13 of 18

OFFPLO/21

time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

- (d) In addition to the requirements of Regulation 100 of Table A, the directors shall also insert in the minute book of the Company:
 - (i) a memorandum of all decisions taken by a sole member when the Company has only one member which may have been taken by the Company in General Meeting and which have effect as if agreed in General Meeting; and
 - (ii) all written resolutions passed by the Company

APPOINTMENT OF DIRECTORS

- 5. (a) Regulation 64 in Table A shall not apply to the Company.
 - (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution of the Company. Subject to and in default of any such determination the minimum number of Directors shall be one, and a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly. There shall be no maximum number of Directors.
 - (c) No Director shall be liable to retire by rotation and Regulations 73 to 77 (inclusive) and Regulation 80 in Table A shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire " shall be deleted.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money of unlimited 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, 80A and 379A of the Act to grant any mortgage, charge or 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 of any third party.

ALTERNATE DIRECTORS

7. An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor or such part as his appointor may by notice in writing to the Company from time to time direct and the first sentence of Regulation 66 in Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

8. A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

9. (a) At any meeting of the Directors or of any committee of the Directors subject to disclosing his interest therein a Director may vote on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly any kind of interest whatsoever, and if he shall vote on any

Document Ref: -1069824000 Page 15 of 18 OFFPLO/21

such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the Meeting. Regulations 94 to 98 inclusive of Table A shall be construed accordingly.

(b) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.

INDEMNITY

10. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A every Director, officer or official of the Company shall be indemnified out of the funds of the Company or the proceeds of any insurance policy effected by the Company for such purpose against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SHARE CERTIFICATES

ll. In the second sentence of Regulation 6 of Table A the words "shall be sealed with the seal and" shall be deleted. Each share certificate shall only be issued by authority of the Directors, or of a committee of the Directors authorised by the Directors and shall bear the signature of one Director and the Company Secretary or a second Director.

COMPANY SEAL

12. Regulation 101 of Table A shall not apply to the Company. The Company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and the Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and the Secretary or a second Director.

TRANSFER OF SHARES

13. 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 the first sentence of Regulation 24 in Table A shall not apply to the Company.

NAME AND ADDRESS OF SUBSCRIBER

JANE EDITH SACHEDINA

(Kladiedin-

"Between The Ways"

52 Shipton Road

York

Y030 5RQ

Dated the 2200 day of September 2000

Witness to the above Signature:

MELANIE MONICA LAMBERT

mofeuleur.

Harrowell Shaftoe

Solicitors

Moorgate House

Clifton Moorgate

YORK Y030 4WY

LEGAL SECRETARY