

FILE COPY



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

Company No. 4138032

The Registrar of Companies for England and Wales hereby certifies that

EAST LONDON BUSINESS ALLIANCE

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 9th January 2001



A handwritten signature in dark ink, appearing to read 'A. Black'.

N041380328

For The Registrar Of Companies



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



Companies House
— for the record —

(NCPack)

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

4138032

Company Name in full

EAST LONDON BUSINESS ALLIANCE

I,

STEPHEN DEVITT

of

10 VICTORIA STREET LONDON SW1H0NN

† 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

Stephen Devitt

Declared at

10 VICTORIA STREET LONDON SW1H0NN

Day Month Year

On

09 01 2001

• Please print name.

before me •

SARAH HOVIL

Signed

Sarah Hovil

Date

9.1.2001

† 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.

CLIFFORD CHANCE

200 ALDERSGATE STREET

LONDON EC1A 4JJ Tel 0207 600 1000 (REF: CMLL)

DX number 570097 DX exchange

Companies House receipt date barcode

This form has been provided free of charge
by Companies House.

Form 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, CF14 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

Please complete in typescript,
or in bold black capitals.

30(5)(a)

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

4138032

Company Name in full

EAST LONDON BUSINESS ALLIANCE



F030A01T

I, STEPHEN DEVITT

of 10 VICTORIA STREET LONDON SW1H 0NW

a [person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985] do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

† Please delete as appropriate.

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

10 VICTORIA STREET LONDON SW1H 0NW

the

8th

day of

JANUARY

One thousand nine hundred and ninety
Two THOUSAND AND ONE

2001

● Please print name.

before me ●

SARAH JANE HOUIL

Signed

Date

8 January 2001

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.

CLIFFORD CHANCE

200 ALDERSGATE STREET LONDON EC1A 4JJ

(REF: CMLL)

Tel 0207 600 1000

DX number

DX exchange

Companies House receipt date barcode

Form revised March 1995

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

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

4138032

Company Name in full

EAST LONDON BUSINESS ALLIANCE

Proposed Registered Office

(PO Box numbers only, are not acceptable)

SUPERINTENDANT'S HOUSE

ABBAY MILLS PUMPING STATION, ABBAY LANE

Post town LONDON

County / Region

Postcode E15 2RW

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.

X

Agent's Name CLIFFORD CHANCE

Address 200 ALDERSGATE STREET

Post town LONDON

County / Region

Postcode EC1A 4JJ

Number of continuation sheets attached

3

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.

CLIFFORD CHANCE
200 ALDERSGATE STREET
LONDON EC1A 4JJ

London-1/570084

Tel 0207 600 1000 (REF: CMLL)

DX number

DX exchange

Companies House receipt date barcode

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

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)

STEPHEN JOHN

Surname

DEVITT

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

61 SOMERSET ROAD, MEADVALE

Post town

REDHILL

County / Region

SURREY

Postcode

RH1 6ND

Country

ENGLAND

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

☒ **Consent signature**

Date

21/12/2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

DAVID ANTHONY

Surname

ROBINS

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

FAIRACRE, CAMDEN PARK ROAD

Post town

CHISLEHURST

County / Region

KENT

Postcode

BR7 5HL

Country

ENGLAND

Day Month Year

Date of birth

0 | 2 | 0 | 9

1 | 9 | 4 | 9

Nationality

BRITISH

Business occupation

INVESTMENT BANKER

Other directorships

SEE ATTACHED LIST

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

☒ **Consent signature**

Date

21/12/2000

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

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

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

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

RICHARD ERNEST

Surname

GOODING

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town

LONDON

County / Region

Postcode

E14 3BH

Country

ENGLAND

Day Month Year

Date of birth

0

9

1

0

4

7

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

SEE ATTACHED LIST

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

Consent signature**Date**

21/12/2000

London-2/811684

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

Forename(s)

* Voluntary details

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

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

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

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

1

3

0

7

1

9

4

4

Nationality

BRITISH

Business occupation**Other directorships**

CHARTERED ACCOUNTANT

SEE ATTACHED LIST

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

Consent signature**Date**

21/12/00

Directors

(continued)

(see notes 1-5)

* Voluntary details

NAME *Style / Title

*Honours etc

Forename(s)

HARVEY ANDREW

Surname

MCGRATH

Previous forename(s)

Previous surname(s)

Address

27 MELBURY ROAD

Usual residential address

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

Post town

LONDON

County / Region

Postcode

W14 8AB

Country

ENGLAND

Date of birth

Day Month Year

2 3 0 2 1 9 5 2

Nationality

BRITISH


Business occupation

GROUP MANAGER

Other directorships

SEE ATTACHED LIST

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

☒ **Consent signature****Date**

21/12/2000

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****Signed****Date****(i.e those who signed
as members on the
memorandum of
association).****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 sheet or photocopies of page 2 to provide details of joint secretaries or additional directors.

Directors

(continued)

(see notes 1-5)

* Voluntary details

NAME *Style / Title

*Honours etc

Forename(s)

ROBERT LLEWELLYN

Surname

JOHN

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

15 RICHMOND CRESCENT

Post town

LONDON

County / Region

Postcode

N1 0LZ

Country

ENGLAND

Date of birth

Day Month Year

2 4 0 9 1 9 4 8

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

SEE ATTACHED LIST

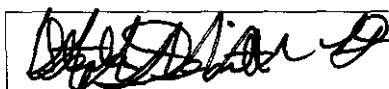
I consent to act as director of the company named on page 1

X Consent signature

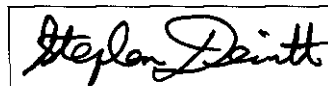
Robert Llewellyn

Date

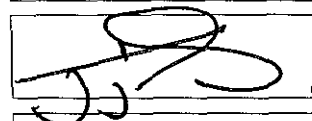
21/12/2000

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

21 Dec 2000

Or the subscribers**Signed****Date**

21 Dec 2000

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

21 Dec 2000

Signed**Date****Signed****Date****Signed****Date****Signed****Date**

OTHER DIRECTORSHIPS
OF DAVID ANTHONY ROBINS

Level 10 Limited
Crowe Private Investors Limited
ING Baring Holdings Limited
The East London Partnership Charity
East London Partnership
UBS Company Reorganisation (Number 2) PLC
UBS Company Reorganisation (Number 5) Ltd
UBS Xanadu Holding Limited
UBS UK Limited
UBS UK Holding Limited
UBS UK Finance Limited
UBS Services Limited
UBS Warburg Ltd
UBS Company Reorganisation (Number 6) Ltd
UBS Limited
UBS Futures & Options Limited
UBS Capital Partners Limited
UBS Company Reorganisation (Number 1) PLC
Broadwind Investments Limited
Broadgate (Phase 3) Public Limited Company
UBS Asset Management Holding Limited
Cedel International

OTHER DIRECTORSHIPS
OF RICHARD GOODING

London City Airport Limited

London City Airport (Development) Limited

Broadscent Limited

Marketspur Limited

Airport Operators Association Limited

Fiveways Chamberley and Business Partnership Limited

Newham Education and Business Partnership Limited

Leasdie Regeneration Limited

OTHER DIRECTORSHIPS

OF JOHN REEVE

Lamarsh Services Limited
Autologous Transfusion Limited
Temple Bar Investment Trust PLC
P.E.C. Concerts Limited
Willis Group Limited
East London Partnership
The East London Partnership Charity
Bell, Noble, Elliott, (Brokers) Limited
AXA UK Limited
AXA Investment Managers UK Holdings Limited
Sun Life Deutschland Limited
AXA-GRE Europe Investments Limited
Sun Life Financial Services Limited
Sun Life Global Services Limited
Sun Life International Limited
Sun Life OLAC Limited
Sun Life Pensions Management Limited
AXA Sun Life Portfolio Services Limited
Sun Life SMC Limited
AXA Sun Life Fund Managers Limited
Sun Life Unit Assurance Limited
Suntrust Limited
Sun Life Assurance Society PLC
SL London Limited
Sun Life Corporation PLC
London First

OTHER DIRECTORSHIPS
OF HARVEY ANDREW MCGRATH

ED&F Man International Limited
ED&F Man Limited
ED&F Man Cocoa Investments Limited
ED&F Man Coffee Investments Limited
ED&F Man Investment Products (Holdings) Limited
ED&F Man Finance Limited
ED&F Man Group PLC
The East London Partnership Charity
East London Partnership
ED&F Man Holco Limited
ED&F Man Services Limited
ED&F Man Holdings Limited
Man Investment Products Limited
Man Financial Limited
Appearearly Limited
ED&F Man Financial Limited
Agman Holdings Limited
ED&F Man Coffee Limited

**OTHER DIRECTORSHIPS OF
ROBERT LLEWELLYN JOHN**

Abros Enterprise Limited

Canary Riverside Development Pte Ltd

Canary Riverside Estate Pte Ltd

Canary Riverside Holdings Pte Ltd

Canary Riverside Investments Pte Limited

Canary Riverside Management (UK) Limited

Canary Riverside Properties Pte Limited

CW Riverside Investments (UK) Limited

Docklands East London Agency Limited

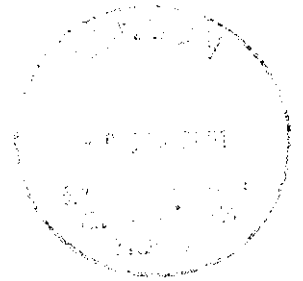
Heron Quays Developments Limited

I P C Advisors U.K. Limited

Simons Group Limited

Symonds Group Limited

**The Companies Act 1985
A Company Limited by Guarantee
and not having a Share Capital**



413 8032

**MEMORANDUM OF ASSOCIATION
OF
EAST LONDON BUSINESS ALLIANCE**

1. The company's name is East London Business Alliance.
2. The company's registered office is to be situated in England.
3. The company's objects are:-

(A)

- (1) To encourage private and public sector co-operation and to act as focus for others in the economic and social improvement and development of the North East quadrant of London.
- (2) To facilitate the improvement and development of the physical and cultural environment of the North East quadrant of London.
- (3) To identify opportunities for investment in the North East quadrant of London.
- (4) To play a leading role in the training, educational and enterprise requirements in the North East quadrant of London with and through a training and Enterprise Council.

And in furtherance of these objects or any of them (but not further or otherwise) the company shall have the following further powers (which shall nonetheless not effect the generality of the objects):-

- (a) To be aware of other organisations involved in the economic and social improvement and development of the North East quadrant of London and to support and complement their activities.
- (b) To promote generally private and public sector involvement in the economic and social improvement and development of the North East quadrant of London and to encourage and assist local authorities and other local public bodies to take the necessary steps including the use of statutory powers to support such private and public sector involvement.

- (c) To identify and promote a clear "vision" for tomorrow's North East quadrant of London, capitalising on existing strengths, promoting confidence and emphasising the "quality of life" and build on that "vision" through identification of new economic, cultural and promotional opportunities.
 - (d) To provide leadership in the economic and social improvement and development in the North East quadrant of London by creating and/or supporting a number of key projects of economic and social value.
- (B) To carry on any other business which, in the opinion of the company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the company and is calculated to enhance the value of the company's property.
 - (C) To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
 - (D) To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest or estate any buildings, lands, easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real or personal property of any kind convenient or necessary for the purposes of or in connection with the company's business or any department or branch thereof.
 - (E) To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so acquired.
 - (F) To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery necessary or convenient for the company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.
 - (G) To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any company constituted on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any government or authority, municipal, parochial, local or otherwise, within and without the United Kingdom and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.
 - (H) To promote, by way of advertising the products and services of the company in any manner and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the company.

- (I) To borrow or raise money and secure or discharge any debt or obligation of or binding on the company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and future) and the uncalled capital for the time being of the company or by the creation and issue of debenture stock, debentures or other obligations or securities of any description.
- (J) To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, dividends, shares or moneys or the performance of engagements or contracts of any other company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the company's holding company as defined by section 736 of the Companies Act, 1985 or another subsidiary, as defined by the said section, of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the company by a trust deed or other assurance and to enter into partnership of any joint venture arrangement with any person, persons, firm or company.
- (K) To make advances to customers and other with or without security, and upon such terms as the company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the company is a member or is otherwise interested.
- (L) To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.
- (M) To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.
- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the company may approve, and generally to act as bankers for customers and others.
- (O) To promote or establish or concur in promoting or establishing any other company whose objects shall include the taking over of or the acquisition of all or any of the assets or 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 hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such company.

- (P) To deal with and invest the moneys of the company not immediately required for the purposes of the business of the company in or upon such investments and in such manner as the company may approve.
- (Q) To accept payment for any rights or property sold or otherwise disposed of or dealt with by the company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company or partly in one mode and partly in another, and generally on such terms as the company may determine and to hold, dispose of or otherwise deal with any stocks, shares or securities so acquired.
- (R) To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this company or which is capable of being carried on so as to benefit this company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.
- (S) To pay for any right or property acquired by the company either in cash or partly or fully paid-up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the company has power to issue, and generally on such terms and conditions as the company may determine.
- (T) To develop, improve, manage, sell, turn to account, let on rent, royalty, exchange, share of profits or otherwise, grant easements licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the company for such consideration as the company may think fit.
- (U) To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business the carrying on of which is calculated to benefit this company or to advance its interests generally.
- (V) To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations, societies or institutions be solely connected with the business carried on by the company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.
- (W) To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the company or its predecessors in business or the dependants of such persons and to maintain and establish or concur in maintaining funds, trusts or

schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons or their dependants as aforesaid.

- (X) To distribute in specie any of the shares, debentures or securities of the company or any proceeds of sale or disposal of any property of the company between the members of the company in accordance with the rights, 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.
- (Y) To do all or any of the above things in any part of the world, either alone as principals, or as agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects of the company as specified in each of the foregoing sub-clauses of this clause 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 occur. The widest interpretation shall be given to the objects contained in each sub-clause of this 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 specified in any other sub-clause.

- 4. The liability of the members is limited.
- 5. Every member of the company undertakes to contribute such amount as may be required (not exceeding £100) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 6. The company shall not pay any dividends to the members.
- 7. Any profits of the company shall be applied in promoting the company's objects.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. STEPHEN DEVITT, 10 Victoria Street, London SW1H 0NN, Solicitor.

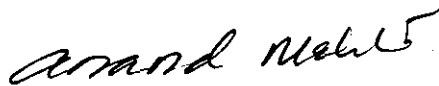


2. JORINA JONES 10 Victoria Street
London SW1H 0NN
Barrister



Dated this 21 day of December 2000

WITNESS to the above Signatures:-



ANAND MEHTA
10 Victoria Street
London SW1H 0NN

The Companies Act 1985
A Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION
OF
EAST LONDON BUSINESS ALLIANCE

PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the Articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.
4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A:-
 - (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and
 - (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.
7. Paragraph (d) of regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

DIRECTORS' EXPENSES

9. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

10. In paragraph (c) of regulation 94 of Table A the words "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

MINUTES

11. The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

NOTICES

12. The second sentence of regulation 112 of Table A shall be omitted.
13. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. STEPHEN DEVITT, 10 VICTORIA STREET, LONDON SW1H0NN, Solicitor.

Stephen Devitt

2. JORINA JONES, 10 Victoria Street
London SW1H0NN
Barrister

Ji J.

Dated this 21 day of December 2000

WITNESS to the above Signatures:-

Anand Menta

ANAND MENTA
10 Victoria Street
London SW1H0NN