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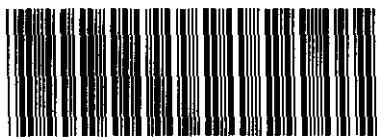
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4290605

The Registrar of Companies for England and Wales hereby certifies that
RE-LAY 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 20th September 2001



N04290605D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP094

Declaration on application for registration

Company Name in full

RE-LAY LIMITED

I, CLAIRE ALEXANDRA CRASS

of 47 HONEY CLOSE, CHELMSFORD, CM2 9SP

+ 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

CL Crass

Declared at

101, Humber Rd, Chelmsford. CM1 7PQ

Day Month Year

On

17 09 2001

* Please print name

before me *

JONATHAN NUTT
Solicitor
Commissioner for Oaths
CHELMSFORD

Signed

[Signature]

Date

17/09/01

+ 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.

MRS CLAIRE CRASS, ALEXANDRA ACCOUNTANCY SERVICES

47 CHURCH STREET, GREAT BADDOW, CHELMSFORD, CM2 7JA

Tel 01245 475360

DX number

DX exchange



A06
COMPANIES HOUSE

A7GBT47C

0622
19/09/01

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

Please complete in typescript,
or in bold black capitals.

CHFP094

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

RE-LAY LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

47, CHURCH STREET

GREAT BADDOW

Post town

CHELMSFORD

County/Region

ESSEX

Postcode

CM2 7JA

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

Address

Post town

County/Region

Postcode

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.

MRS CLAIRE CRASS, ALEXANDRA ACCOUNTANCY SERVICES

47, CHURCH STREET, GREAT BADDOW, CHELMSFORD, CM2 7JA

Tel

01245-475360

DX number

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Form revised July 1998

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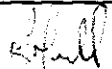
Company Secretary (see notes 1-5)

Company Name		RE-LAY LIMITED	
NAME	*Style / Title		*Honours etc
Forename(s)			
Surname		GENESIA LIMITED	
Previous forename(s)			
Previous surname(s)			
Address		47, CHURCH STREET	
Usual residential address		GREAT BADDOW	
For a corporation, give the registered or principal office address.			
Post town		CHELMSFORD	
County / Region		ESSEX	Postcode CM2 7JA
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature			Date 17/9/01
		FOR AND ON BEHALF OF GENESIA LIMITED	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
Forename(s)		MATTHEW ROBERT		
Surname		BARNARD		
Previous forename(s)				
Previous surname(s)				
Address		TREVARDER, THE STREET		
Usual residential address		GOSFIELD		
For a corporation, give the registered or principal office address.				
Post town		HALSTEAD		
County / Region		ESSEX	Postcode	CO9 1TU
Country		ENGLAND		
Date of birth		Day 2 7 0 7 1 9 6 6	Nationality	BRITISH
Business occupation		CIVIL ENGINEER		
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature				Date 16 SEPT 01

NAME	*Style / Title	MR	*Honours etc	
*Voluntary details	Forename(s)	NICHOLAS JAMES		
	Surname	MARSHALL		
	Previous forename(s)			
	Previous surname(s)			
Address	REDCOTE, LONDON ROAD			
Usual residential address	BOREHAM			
For a corporation, give the registered or principal office address.	Post town	CHELMSFORD		
	County / Region	ESSEX	Postcode	CM3 3AJ
	Country	ENGLAND		
	Date of birth	Day	Month	Year
		1 4 0 4 1 9 6 5	Nationality	BRITISH
	Business occupation	CIVIL ENGINEER		
	Other directorships			
	I consent to act as director of the company named on page 1			
Consent signature	<		>	Date 16/9/01

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

100174

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/2

44260605
331506
REGISTERED
COMPANIES
HOUSE

The Companies Acts 1985 and 1989
Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION OF RE-LAY LIMITED

1. The Company's name is "RE-LAY 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 business as a general commercial company.
 - (B) To carry on any other trade or business which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the businesses or the general business of the Company.
 - (C) To purchase, take on lease or in 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.
 - (D) 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.



- (E) To borrow or raise or secure the payment of money 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.
- (F) 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 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
- (G) To make advances to customers and others with or without security, as the Company sees fit, and to guarantee the liabilities, obligations and contracts of customers and others and the dividends, interest and capital of the stocks, shares or securities of any company in which this Company is a member or otherwise interested.
- (H) 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.
- (I) To create and run (or procure the same) funds or schemes to grant or procure the grant of pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependents or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company or any such subsidiary.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) 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 in such expedient manner as may from time to time be determined.
- (L) 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 expedient terms as the Company may determine.

- (M) 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, or partly in one mode and partly in another, and generally on such expedient terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person 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 directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of 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 considerations the Company may think fit.
- (Q) 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.
- (R) 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.
- (S) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that no inference should be drawn or any restrictive interpretation implied that the objects of the Company specified above should be distinct one clause from another and separate and in the order in which they are listed.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £1000, divided into 1000 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
MR MATTHEW ROBERT BARNARD TREVARDER THE STREET GOSFIELD HALSTEAD ESSEX CO9 1TU <i>* M.R. Barnard.</i>	1
MR NICHOLAS JAMES MARSHALL REDCOTE LONDON ROAD BOREHAM CHELMSFORD ESSEX CM3 3AJ <i>N. Marshall</i>	1

Dated this: 17.9.01

Witness to the above Signatures:

Bettina Scrivener

Name and address of Witness:

Bettina Scrivener
Redcote
London Road
Boreham
Chelmsford
Essex CM3 3AJ

The Companies Acts 1985 and 1989
Private Company Limited by Shares

ARTICLES OF ASSOCIATION
OF
RE-LAY LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 2, 3, 64, 94 shall not apply to the Company.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company 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 offered for sale to the public.
4. The initial share capital of the Company is £1000 divided into 1000 Ordinary Shares of £1 each.
5. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares.

- 6 (a). After the initial allotment of shares by the Directors any further shares proposed to be issued 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 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 such Special Resolution as aforesaid 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 thereof than the terms on which they are offered to the Members. In accordance with Section 91 of the Companies Act 1985, Section 89(1) and Section 90(1) to (6) of the Companies Act 1985 shall be excluded from applying to the Company.
- (b) Subject to paragraph (a) of this Article the Directors are authorised in accordance with Section 80 of the Companies Act 1985 to exercise any power of the Company (and in particular the power contained in Article 5 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date. This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution.
7. Subject to the provisions of Chapter VII of Part V of the Companies Act 1985 any Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
8. 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. The first sentence of Regulation 24 of Table A shall not apply to the Company.
9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

10. A Director who has disclosed his interest and the interest of any person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with the Director and, in the case of an alternate director, any interest of his appointer, in accordance with Regulation 85 of Table A and Section 317 of the Companies Act 1985 may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.
11. Any Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
12. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Register of Companies pursuant to Section 10 of the Companies Act 1985.
13. The Company shall not be subject to Section 293 of the Companies Act 1985, 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 years or any other age.
14. The office of a Director shall be vacated in any of the circumstances specified in Article 81 of Table A (any resignation of office being by notice in writing), or if he is removed from office by a resolution duly passed under Section 303 of the Companies Act 1985.
15. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them, and shall also be given to the directors and the auditors.
- 16a. If and for so long as the Company has only one Member, that Member present or by proxy, or if that Member is a corporation by a duly authorised representative, shall be a quorum.
- b. If and for so long as the Company has only one Member and that Member takes any decision which it is required to be taken in General Meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Company in General Meeting.

Names and addresses of subscribers

MR MATTHEW ROBERT BARNARD
TREVARDER
THE STREET
GOSFIELD
HALSTEAD
ESSEX
CO9 1TU

x *M. R. Barnard.*

MR NICHOLAS JAMES MARSHALL
REDCOTE
LONDON ROAD
BOREHAM
CHELMSFORD
ESSEX
CM3 3AJ

N. J. Marshall

Dated this: 17.9.01

Witness to the above Signatures: *B. Scrivener*

Name and address of Witness:

*Bettina Scrivener
Redcote
London Road
Boreham
Chelmsford
Essex CM3 3AJ.*