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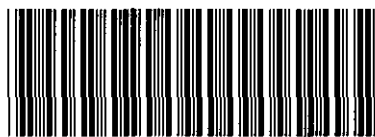
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4526924

The Registrar of Companies for England and Wales hereby certifies that
CRISP TRUSTEES 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 5th September 2002



N04526924J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Package: 'Laserform'
'by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

CRISP TRUSTEES LIMITED

I, THOMAS DURRANT

of Rutland House, 148 Edmund Street, Birmingham B3 2JR

† 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

Declared at

Windsor House, Temple Row, Birmingham

Day Month Year

On 02 09 2002

● Please print name.

before me ●

NORAH THERESA DURRANT

Signed

Date

02.09.2002.

† 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.

Hammond Suddards Edge (REF: SDW)

Rutland House
148 Edmund Street
Birmingham, B3 2JR

sdw/forms/12-1tod Tel 0121 222 3000

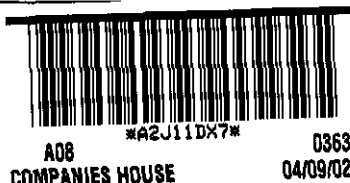
DX number 708610 DX exchange Birmingham 17

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



Package: 'Laserform'
by Laserform International Ltd.

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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

Company Name in full

CRISP TRUSTEES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Rutland House

148 Edmund Street

Post town Birmingham

County / Region West Midlands

Postcode B3 2JR

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

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.

Hammond Suddards Edge (Ref: WJW)
Rutland House, 148 Edmund Street
Birmingham
B3 2JR

10CRISP.LFD

Tel 0121 222 3000

DX number DX 708610 DX exchange BIRMINGHAM 17

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



A08
COMPANIES HOUSE

0362
04/09/02

Company Secretary (see notes 1-5)

Company name CRISP TRUSTEES LIMITED

NAME *Style / Title

-

*Honours etc

-

* Voluntary details

Forename(s)

-

Surname

HSE SECRETARIES LIMITED

Previous forename(s)

-

Previous surname(s)

-

Address

7 Devonshire Square

Usual residential address

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

Cutlers Gardens

Post town

LONDON

County / Region

-

Postcode

EC2M 4YH

Country

U.K.

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

Consent signature

S Dwallers

Date

02.09.02

Directors (see notes 1-5)

Please list directors in alphabetical order

For and on behalf of HSE Secretaries Limited

NAME *Style / Title

-

*Honours etc

-

Forename(s)

-

Surname

HSE DIRECTORS LIMITED

Previous forename(s)

-

Previous surname(s)

-

Address

7 Devonshire Square

Usual residential address

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

Cutlers Gardens

Post town

LONDON

County / Region

-

Postcode

EC2M 4YH

Country

U.K.

Day Month Year

Date of birth

n

/

a

|

|

|

|

|

|

Nationality

n/a

Business occupation

n/a

Other directorships

none

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

Consent signature

David J. H...

Date

02.09.02

For and on behalf of HSE Directors Limited

Directors

(continued)

(see notes 1-5)

* Voluntary details	NAME	*Style / Title		*Honours etc	
		Forename(s)			
		Surname			
		Previous forename(s)			
		Previous surname(s)			
Address					
<i>Usual residential address</i>					
For a corporation, give the registered or principal office address.					
		Post town			
	County / Region		Postcode		
	Country				
	Date of birth	Day	Month	Year	Nationality
	Business occupation				
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature		Date		

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

David J Hall
For HSE DIRECTORS LIMITED

Date

02.09.02

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

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

Registered Number : [●]

E15 214652
GCO M

4526924

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
CRISP TRUSTEES LIMITED

010153



- 1 The Company's name is CRISP Trustees Limited.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The objects for which the Company is established are:
 - (a) To undertake and carry on the office of trustee, custodian, custodian trustee, executor, administrator, liquidator, receiver, committee, attorney, agent, nominee or manager and any other office or situation of trust or confidence for any pension scheme or trust fund and to perform and discharge the duties, discretions and functions incidental thereto and generally to undertake and transact all kinds of trust and agency business, either gratuitously or otherwise, and to distribute, amongst the beneficiaries or other persons entitled to it, any income, capital or other monies, and for the purposes aforesaid, to acquire, hold, deal with, invest, lend, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of or grant any right or interest in, over or upon any real or personal property of any kind whatsoever and to undertake and carry on any business, undertaking or transaction and in the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require; to do and execute all such acts and things, deeds and instruments as may be necessary to enable the Company to carry out its office and duties as aforesaid; and to make deposits, enter into recognisances and bonds and otherwise give security for the due execution of any such offices and functions as aforesaid.
 - (b) To carry on business as a general commercial company and to carry on any other trade, business or activity whatsoever which, in the opinion of the Board of Directors, is or may be capable of being advantageously carried on or done by the Company in connection with or ancillary to any of the businesses or the general business of the Company, or further any of its objects.
 - (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold any estate or interest in any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property or any kind for such consideration and on such terms as may be considered expedient.

- (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 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 purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowings 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 or 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 assurance.
- (g) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also 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.
- (h) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (i) To make advances to customers and others with or without the security and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (j) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or relations of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or relations, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the company or its employees, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (k) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (l) 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.

- (m) 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.
- (n) To accept payment of 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 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 shares, stock or securities so acquired.
- (o) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interest 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.
- (p) 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 the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (q) 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 the Company is authorised to carry on.
- (r) To acquire and hold controlling interests in the share or loan capital of any company or companies and to provide practical, managerial and administrative advice, services and assistance for any company in which the Company is interested, and for any other company.
- (s) To sell, improve, manage, develop, exchange, let on lease, or otherwise, mortgage, charge, sell, turn to account, grant licences options, 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.
- (t) To amalgamate with any other company whose objects are to 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 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 in any other manner.

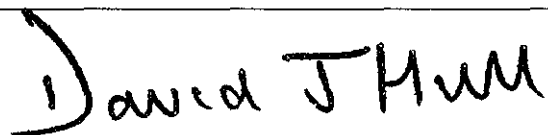
- (u) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (v) To do all 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.
- (w) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that (a) the objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) the word "**company**" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or the body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

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

WE, the subscriber 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 name.

Name and Address of Subscriber	
HSE Directors Limited 7 Devonshire Square Cutlers Gardens London EC2M 4YH	One



for and on behalf of HSE
Directors Limited

Dated 2 September 2002

Witness of the above signature:



Name: Wendy Jane Wilkes

Address: Rutland House
148 Edmund Street
Birmingham
B3 2JR

Occupation: Legal Assistant

Registered Number : [●]

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CRISP TRUSTEES LIMITED

1 PRELIMINARY

- 1.1 The regulations in Table A in the schedule to the Companies (Tables A to F) Regulations 1985, as amended before the date of incorporation of the company (**Table A**) shall apply to the company (to the exclusion of any other regulations which would fall to constitute the company's articles of association under section 8(2) of the Companies Act 1985) except to the extent that they are modified or excluded by these Articles.
- 1.2 The following provisions of Table A shall not apply to the company:
- (a) in regulation 64 the wording "(other than alternate directors)";
 - (b) regulations 65 to 69 inclusive;
 - (c) regulations 73 to 75 inclusive;
 - (d) in regulation 76 the wording "other than a director retiring by rotation";
 - (e) in regulation 77 the wording "(other than a director retiring by rotation at the meeting)";
 - (f) in regulation 78 the wording "and may also determine the rotation in which any additional directors are to retire";
 - (g) in regulation 84 the wording "A managing director and a director holding any other executive office shall not be subject to retirement by rotation";
 - (h) regulations 80 and 87; and
 - (i) regulations 94 and 95.

2 INTERPRETATION

- 2.1 In these Articles and in Table A as amended by these Articles the term **pension scheme** means an occupational pension scheme (as defined in section 1 of the Pension Schemes Act 1993).
- 2.2 If at any time and for so long as the company has a single member, all the provisions of these Articles and Table A shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

3 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 3.1 While the company is the trustee of a pension scheme to which sections 18 to 21 of the Pensions Act 1995 applies, the Articles are subject to the applicable provisions of sections 18 to 21 of the Pensions Act 1995 (Corporate trustees: member-nominated directors) and any alternative arrangements adopted under section 18 of the Act.
- 3.2 Subject to Article 3.1, the holder or holders of more than half in nominal value of the shares giving the right to attend and vote at a general meeting of the company (the **Appointor**) may at any time and from time to time appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and remove any director from office. Any appointment or removal of a director under this Article shall be by notice to the company signed by or on behalf of the Appointor or Appointors (which may consist of several documents in the like form each signed by or on behalf of one or more Appointors). The notice may be:
- (a) delivered personally to the secretary or to a director other than the director being appointed or removed; or
 - (b) sent by post in a prepaid envelope addressed to the registered office of the company or to another address designated by the directors for that purpose or by leaving it at the registered office of the company or such other address; or
 - (c) sent by telex, facsimile or electronic mail to a number designated by the directors for that purpose.

The appointment or removal shall take effect when received at the registered office of the company or (if earlier) when it is deemed delivered in accordance with Article 15 or regulation 115 of Table A (as the case may be) or on such later date (if any) specified in the notice.

- 4 The words "A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof." at the end of regulation 79 of Table A shall be deleted.

5 DISQUALIFICATION AND REMOVAL OF DIRECTORS

Regulation 81 of Table A is amended by adding before the final full stop the following words:

"; or

- (f) he is removed in accordance with Articles 3.1 or 3.2".

- 6 A new regulation 81A is inserted immediately after regulation 81 as follows:

"A director is automatically removed from office immediately prior to his being prohibited, suspended or disqualified by law (including under the Pensions Act 1995) from being a trustee of any one or more pension schemes (whether or not a scheme of which the company is a trustee)."

7 DIRECTORS' INTERESTS

The words "Subject to the provisions of the Act, and" at the beginning of regulation 85 of Table A shall be deleted.

8 At the end of regulation 86 of Table A there shall be added the following sub-paragraphs before the final full stop:

"; and

(c) an interest of a director as a member or beneficiary of any pension scheme of which the company is a trustee shall not be treated as material; and

(d) a director shall not be required to disclose to the directors that he is a director or other officer of, or employed by, or interested in shares or other securities of, any body corporate which is the ultimate holding company of the company or is a subsidiary of such ultimate holding company".

9 Subject to complying with any notification obligation under regulation 85 and 86 of Table A (as modified by Articles 7 and 8 above), a director may vote at (and shall be counted in the quorum present at) any meeting of the directors or of a committee of the directors on any resolution concerning a transaction, arrangement or matter, notwithstanding that he has, directly or indirectly, an interest or duty in that transaction, arrangement or matter which conflicts or may conflict with the interests of the company. If a director does so vote, it shall be counted.

10 PROCEEDINGS OF DIRECTORS

In regulation 88 of Table A:

(a) the words "A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote." shall be omitted; and

(b) the following words shall be added at the end:

"Notice of a meeting of the directors or of a committee of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing or by telex, facsimile or electronic mail to him at his last known address or any other address given by him to the company for this purpose. Any director may waive notice of a meeting and any such waiver may be retrospective."

11 The words "A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum." shall be omitted from regulation 89 of Table A.

12 In regulation 91 of Table A;

(a) delete the word "directors" in the first line and replace it with the word "members"; and

(b) delete the words "their number" in the first line and replace it with the words "the directors".

- 13 In regulation 93 of Table A:
- (a) delete the word "all" in the first line and replace it with the words "a majority in number of"; and
 - (b) delete the words "; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity".
- 14 Without prejudice to the first sentence of regulation 88 of Table A, a person entitled to be present at a meeting of the directors or of a committee of the directors shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word **meeting** in these Articles and Table A shall be construed accordingly.
- 15 This Article applies to any notice to be given to or by any person under these Articles or Table A. A notice sent by telex, facsimile or electronic mail transmission shall be deemed given twelve hours after the time of despatch or at such earlier time as receipt is acknowledged. A notice left at an address shall be deemed given when delivered.

Name and Address of Subscriber	
HSE Directors Limited 7 Devonshire Square Cutlers Gardens London EC2M 4YH	ONE

David J Hill

for and on behalf of HSE
Directors Limited

Dated 2 September 2002

Witness of the above signature: *Wendy Jane Wilkes*

Name: Wendy Jane Wilkes

Address: Rutland House
148 Edmund Street
Birmingham
B3 2JR

Occupation: Legal Assistant