

FILE COPY



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

Company No. 4530648

The Registrar of Companies for England and Wales hereby certifies that
WB CO (1283) 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 10th September 2002



N04530648H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

12

Declaration on application for registration

Company Name in full

WB CO (1283) Limited

1. ANTONY LANE

16 BEDFORD STREET, COVENT GARDEN, LONDON WC2E 9HF

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 Statutory Declaration in the Register 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

SETH LOVIS & CO. SOLICITORS
33 HENRIETTA STREET
COVENT GARDEN
LONDON WC2E 8NH

Day Month Year

On

0	5	0	4	2	0	0	2
---	---	---	---	---	---	---	---

① Please print name.

before me ❶

Gravin Hughes

Signed

Date _____

05/09/02

† 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.

Wedlake Bell

16 Bedford Street, Covent Garden, LONDON, WC2E 9HF

WB4/233051-1

Tel 020 7395 3000

DX number 40009

DX exchange Covent. Garden

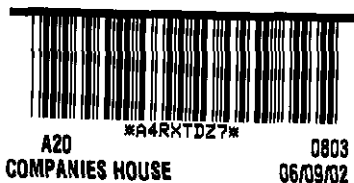
When you have completed and signed the form please send it to the Registrar of Companies at:

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.

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

Company Name in full

WB CO (1283) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

16 BEDFORD STREET

COVENT GARDEN

Post town

LONDON

County / Region

Postcode

WC2E 9HF

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

WEDLAKE BELL

Address

16 BEDFORD STREET

COVENT GARDEN

Post town

LONDON

County / Region

Postcode

WC2E 9HF

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Wedlake Bell

16 Bedford Street, Covent Garden, LONDON, WC2E 9HF

WB4/233060-1

Tel 020 7395 3000

DX number 40009

DX exchange Covent Garden

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



A20
COMPANIES HOUSE

0806
06/09/02

Company Secretary (see notes 1-5)

Company name WB CO (1282) LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

BREAMS REGISTRARS AND NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

16 BEDFORD STREET

COVENT GARDEN

Post town

LONDON

County / Region

Postcode

WC2E 9HF

Country

ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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

Consent

for and on behalf of

Breams Registrars and Nominees Limited

Date

30 August 2002

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

BREAMS CORPORATE SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

16 BEDFORD STREET

COVENT GARDEN

Post town

LONDON

County / Region

Postcode

WC2E 9HF

Country

ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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

for and on behalf of

Breams Corporate Services Limited

Date

30 August 2002

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 ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

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

Wedlake Bell

Date

30 August 2002

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 sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

085472

6530648

COMPANIES HOUSE

Company No:

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WB CO (1283) LIMITED

018097

018097

1. The Company's name is "WB CO (1283) LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - 3.1 to carry on business as a general commercial company;
 - 3.2 to carry on any trade or business whatsoever;
 - 3.3 to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by the Company;
 - 3.4 to do all such things as the directors consider to be desirable or for the benefit of the Company;
 - 3.5 to borrow or raise money by any method and to obtain any form of credit or finance;
 - 3.6 to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company, by any charge over the whole or any part of the undertaking and assets of the Company;
 - 3.7 to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company;
 - 3.8 to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;
 - 3.9 to dispose of all or any part of the undertaking, assets and liabilities of the Company;
 - 3.10 to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors



of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;

3.11 to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;

3.12 to act as trustee, personal representative, director or agent of any kind and for any purpose;

3.13 to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

3.13.1 this clause shall be interpreted in the widest and most general manner and without regard to the *ejusdem generis* rule or any other restrictive principle of interpretation;

3.13.2 each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;

3.14 subclauses 3.2 to 3.13 are without prejudice to the generality of the objects and powers conferred by subclause 3.1 and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;

3.15 in this clause:

3.15.1 "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital;

3.15.2 "charge" includes any mortgage, pledge, lien or other form of security;

3.15.3 "dispose of", in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;

3.15.4 "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and

- 3.15.5 "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.
4. The liability of each member is limited.
5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

We, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our name.

NAME AND ADDRESS OF SUBSCRIBER BY SUBSCRIBER	NUMBER OF SHARES TAKEN
---	------------------------

Albale

For and on behalf of
BREAMS CORPORATE SERVICES LIMITED
16 Bedford Street
Covent Garden
London WC2E 9HF

One

DATED 30th August 2002

Witness to the above signature:-

Name:

Address:

Occupation:

[Signature]
GAVIN FERGUSON

16 BEDFORD STREET
COVENT GARDEN
LONDON

TRANCE SOLICITOR

Company No:

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
WB CO (1283) LIMITED

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means 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 and the Companies Act 1985 (Electronic Communications) Order 2000 and any other enactment coming into effect prior to the incorporation of the Company.
2. In these articles, unless the contrary intention appears:
 - 2.1 the "Act" means the Companies Act 1985 which expression includes any statutory modification or re-enactment thereof for the time being in force;
 - 2.2 the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
 - 2.3 words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
3. Headings to these articles are inserted for convenience and shall not affect construction.

SHARE CAPITAL

4. The directors are generally and unconditionally authorised pursuant to section 80 of the Act to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £999 provided that this authority shall expire five years after the date of the incorporation of the Company but the directors shall be entitled under the authority hereby conferred to make at any time prior to the expiry of such authority, any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had no expired.

5. The directors are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by Article 4 as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £999 and shall expire five years after the date of the incorporation of the Company but the directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired

GENERAL MEETINGS

6. A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
- 6.1 to hear each of the other participating members addressing the meeting; and
- 6.2 if he so wishes, to address all of the other participating members simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
7. A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
8. A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
9. A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.
10. References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

DIRECTORS

11. The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.

12. In addition to the circumstances set out in regulation 81 of Table A, the office of a director shall be vacated if he is removed from that office in accordance with this article.
13. The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
14. The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
15. No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
16. No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

17. In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.

POWERS OF DIRECTORS

18. The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
19. Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

20. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
21. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile or telegram".

22. A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
- 22.1 to hear each of the other participating directors addressing the meeting; and
- 22.2 if he so wishes, to address all of the other participating directors simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
23. A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum.
24. A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

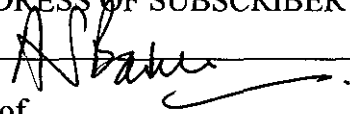
25. The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
26. The directors shall provide for the safe custody of every seal which the Company may have.
27. A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram or telephone by a majority of the directors or of the members of a duly authorised committee.
28. The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
29. Unless otherwise decided by the directors:
- 29.1 certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
- 29.2 every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
30. Certificates for shares, debentures or other securities of the Company need not be sealed with the seal but may be signed on behalf of the Company by at least one director and the secretary or by at least two directors or by such other person or persons as may be authorised by the directors for that purpose. Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

INDEMNITY

31. Subject to the provisions of and to the extent permitted by the Statutes, every director or other officer (excluding an auditor) of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
32. this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
33. the indemnity is subject to such officer taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.
34. Regulation 118 of Table A shall not apply.

NAME AND ADDRESS OF SUBSCRIBER

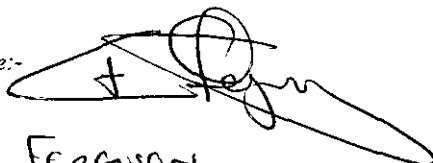
NUMBER OF SHARES TAKEN
BY SUBSCRIBER


For and on behalf of
BREAMS CORPORATE SERVICES LIMITED
16 Bedford Street
Covent Garden
London WC2E 9HF

One

DATED 30th August 2002

Witness to the above signature:-



Name:

GAVIN FERGUSON

Address:

16 BEDFORD STREET
COVENT GARDEN
LONDON

Occupation:

TRAINEE SOLICITOR