



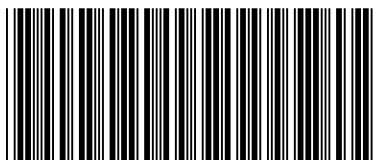
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4597917

The Registrar of Companies for England and Wales hereby certifies that
DIAMONDS SOFTWARE 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 22nd November 2002



N04597917K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

4597917

Company name

DIAMONDS SOFTWARE LIMITED

I,

CHALFEN SECRETARIES LIMITED

of

2ND FLOOR
93A RIVINGTON STREET
LONDON
EC2A 3AY

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House

— for the record —

10(ef)

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



XB226G31

Received for filing in Electronic Format on the: **21/11/2002**

*Company Name
in full:* **DIAMONDS SOFTWARE LIMITED**

*Proposed Registered
Office:* **FLAT 4, BATTLEFIELDS HOUSE
BATTLEFIELDS
LANSDOWN
BATH
BA1 9DD**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **CHALFEN SERVICES LIMITED ALAN**
Agent's Address: **2ND FLOOR
93A RIVINGTON STREET
LONDON
UK
EC2A 3AY**

Company Secretary

Name **CHALFEN SECRETARIES LIMITED**

Address: **2ND FLOOR
93A RIVINGTON STREET
LONDON
EC2A 3AY**

Consented to Act: **Y** *Date authorised* **21/11/2002** *Authenticated:* **Y**

Director 1:

Name **CHALFEN NOMINEES LIMITED**

Address: **2ND FLOOR
93A RIVINGTON STREET
LONDON
EC2A 3AY**

Consented to Act: **Y** *Date authorised* **21/11/2002** *Authenticated:* **Y**

Other Directorships:

04530967	OCEANWATCH LIMITED
04532201	LETTERSET LIMITED
04565052	YPSOCAL FINANCIAL ADVISORS LIMITED
04565053	QDF INTERNATIONAL LIMITED
04532203	SHEETWISE LIMITED
04535619	GLOBELEASE LIMITED
04584864	PALOMA UK LIMITED
04535760	RUTHERFOORD D DEVELOPMENTS LIMITED
04535549	SILVERFORD LIMITED
04586103	RAO FISH MERCHANTS LONDON LTD
04547345	LOCH ARD LTD
04532139	HURLINGHAM TRAVEL SERVICES LIMITED
04588719	PATON & CO GOLDSMITHS LIMITED
04587845	CLARKE BROTHERS SCAFFOLDING LIMITED
04584503	MALOU LIMITED
04584219	FRANCES SCORAH DEVELOPMENTS LIMITED
04565346	SCORAH PROPERTY DEVELOPMENTS LIMITED
04588649	BEECHWOOD TWO DEVELOPMENTS LIMITED
04595140	TDE HYDE & SONS LIMITED
04559074	BLAENCATHAL DEVELOPMENTS LIMITED
04562150	PETER RODGERS FINANCIAL CONSULTANTS LIMITED
04584365	ANGELCROWN LIMITED
04593543	REGENT INVESTMENT MANAGEMENT LIMITED
04497170	FLEETGROVE LIMITED
04585169	THE DR'S APROTHECARY LIMITED
04497171	WATERHAVEN LIMITED
04547780	LAST CALL LTD
04565924	EASY PEST LIMITED
04562081	FITZPATRICK KAZAKHSTAN LIMITED
04593546	WRENS NEST LIMITED
04596236	LOCAL ECONOMY SOLUTIONS LIMITED
04596238	GOLDMEAD LIMITED
04543641	D.D.J'S PRODUCTIONS LIMITED
04596239	PRIMEHAVEN LIMITED
04570534	GYMEQUIPMENT.NET LIMITED
04570535	GILBERT BUILDING SERVICES LIMITED
04582118	MO'S MUSIC LTD
04582119	MARINEBLUE LIMITED

Other Directorships:

04529138 STEVE YOUNG LIMITED
04529139 GORDON RODGERS LIMITED
04588292 O & J DEVELOPMENTS LIMITED
04584222 WENDY AND RICHARD MARTIN DEVELOPMENTS LIMITED
04560919 SCARLET INC. PRINTING COMPANY LIMITED
04563390 INTAGLIO FINE PRINTS LIMITED
04588294 BEECHWOOD ONE DEVELOPMENTS LIMITED
04535559 USED CARS LTD
04570826 HOME FIRES LIMITED
04550216 STEVE CAUBERGH INVENTORY SERVICES LIMITED
04574173 SAINT AMANT PARTNERS LIMITED
04547428 EFFECTUAL LTD
04555661 CATHY MARSTON LIMITED
04567603 CRE8 PUBLISHING LIMITED
04559083 BELTON DEVELOPMENTS LIMITED
04578893 FIRST CHURCHILL LIMITED
04593550 MC GLOBAL LIMITED
04579044 HOLDTITE ADHESIVES (ASIA PACIFIC) LIMITED
04596241 DAWNVIEW LIMITED
04593553 SADPRANOS LIMITED
04596316 PLAY THERAPY (UK) LIMITED
04590939 SENSIBLE TAN LIMITED
04551383 EUROHOUND LIMITED
04582122 GOLDSTORM LIMITED
04571416 TEACHERS NETWORK LIMITED
04565937 EASY PEST CONTROL LIMITED
04582127 SILVERFALL LIMITED
04560921 L & L TRADING & FINANCE LIMITED
04535563 AQUAMARK LIMITED
04530987 GOLDOCEAN LIMITED
04530988 MARINEWAY LIMITED
04563186 JJN ESTATES LIMITED
04581185 SIMI SHIPPING LIMITED
04553492 MONTAGU COACHWORKS LTD
04563189 MTR1000 LIMITED
04588806 CHELTENHAM MEDIA INVESTMENTS LIMITED
04582346 AMICRON RESOURCES MANAGEMENT LIMITED
04566239 R L RECRUITMENT LIMITED
04539633 D.G. WOODHOUSE & SON LTD
04551317 DERHAM DEVELOPMENTS LIMITED
04576148 HAVENMARK LIMITED
04559090 CROY ROAD DEVELOPMENTS LIMITED
04590943 SENSIBLE RANGE LIMITED
04564202 WORLD INTERNATIONAL BARTER AND FINANCIAL
INFORMATION LIMITED
04555026 OASIS WINE CELLARS LTD
04585470 L MACKINNON DEVELOPMENTS LIMITED
04572877 RENAISSANCE-PARTNERS IN COMMUNICATION LIMITED
04563331 HAVENBLUE LIMITED

Other Directorships:

04588308	E.E. WILCOX FIRST DEVELOPMENTS LIMITED
04582133	MARINECAST LIMITED
04563336	OCEANSCENE LIMITED
04585907	AZIER LIMITED
04589180	JADE STONE DESIGN LIMITED
04585909	GRJS PROPERTY MANAGEMENT LIMITED
04535572	RUTHERFOORD M DEVELOPMENTS LIMITED
04537177	VENULUM PROPERTIES LIMITED
04563194	GOLDWORTH LIMITED
04563195	REGENTVALE LIMITED
04535575	MANORFINE LIMITED
04563196	KERRYTRADE LIMITED
04576150	MARINEWISE LIMITED
04567119	FAITH MARINE LIMITED
04586131	INAT EMPLOYMENT LIMITED
04576153	ARROWGRANGE LIMITED
04554013	WINDMILL MARKETING SERVICES LIMITED
04592193	JETMAID LIMITED
04576083	WIZZARD INFLATABLES CO LIMITED
04576156	MOUNTWORTH LIMITED
04555033	GITTA ONE DEVELOPMENTS LIMITED
04497342	AQUAWAVE LIMITED
04591685	MARINESTAR LIMITED
04596262	ALDERMAN ACCOUNTING LIMITED
04552631	YACHTAUDIT INTERNATIONAL LIMITED
04591687	STONECREST LIMITED
04526258	JS-MEDIA LIMITED
04541924	TRIAL-SIZE MEDIA LIMITED
04582215	REGENTFLEET LIMITED
04572889	MEYDON LIMITED
04588247	PEPPERONI LTD
04576738	MISS ICKLISS DEVELOPMENTS LIMITED
04541929	ABILITY ACCOUNTING SERVICES LIMITED
04567050	KP BIOMANAGEMENT LIMITED
04534202	ANGLO INTEGRATED SYSTEMS LIMITED
04584978	LOFTS DIRECT LIMITED
04581920	BUSINESS GROOMING LIMITED
04565096	INVEST TECHNOLOGY LIMITED
04539292	CONNOR & CO (TOURISM MANAGEMENT CONSULTANCY) LIMITED
04564297	NEW ID 2 LTD
04517151	ROBERT KIRK & ASSOCIATES LIMITED
04567416	JOHN BERK LIMITED
04583528	HI HEELS LIMITED
04539294	LOWER WESTFIELDS FARM LIMITED
04539295	GRUNDY CATERING EQUIPMENT LIMITED
04593364	TLC SINGLES LIMITED
04549920	CROSBY ASSOCIATES GENERAL BUILDERS LTD
04586079	OAKDELL SERVICES LIMITED

Other Directorships:

04595183	SMO SECRETARIAL SERVICES LIMITED
04541930	HAWLEY ELECTRICAL SERVICES LIMITED
04535515	MOWANA PROPERTY DEVELOPMENTS LIMITED
04596700	PICTURE IT LIGHTING LIMITED
04549925	PAUL SHIRLEY ELECTRICIAN LIMITED
04592782	SYDNEY & TEMPLE STREET PROPERTIES LIMITED
04537335	BONAPORT PERSONAL FINANCE LIMITED
04582152	T.T CONTRACTS LTD
04587740	GRAPHITES PRINTING COMPANY LIMITED
04522057	CRESTVALUE LIMITED
04590531	HPC ASSOCIATES LIMITED
04535590	NICHOLAS CONSTRUCTION LIMITED
04567420	HARVEY BERK LIMITED
04584261	WENDY AND MELANIE MARTIN DEVELOPMENTS LIMITED
04594966	INFINITY IT LIMITED
04519845	HH LAW INTERNATIONAL RECOVERY & LEGAL SERVICES LIMITED
04584264	HJ NORMAN DEVELOPMENTS LIMITED
04551270	ROLENA TUBBY DEVELOPMENTS LIMITED
04581933	ABSOLUTE PROMOTIONS & CONFERENCES LIMITED
04544055	BEDFORD PARK LIMITED
04591841	MORGAN PERRY LTD
04530871	MARINECREST LIMITED
04563869	GLOSS DESIGN LIMITED
04530873	GOLDFLAG LIMITED
04584840	WNN LTD
04565105	CHAITAN & CO LIMITED
04576750	MR OBLONG DEVELOPMENTS LIMITED
04579083	JACKIE F M LIMITED
04555055	GITTA TWO DEVELOPMENTS LIMITED
04582303	REDSTREAM LIMITED
04576752	TWIG DEVELOPMENTS LIMITED
04584844	SFAIRA CORPORATION LIMITED
04593593	HOLISTEK LIMITED
04565973	EASY PRACTICE MANAGER LIMITED
04596356	RADIO RESULTS CONSULTANCY LIMITED
04508564	AQUAHAVEN LIMITED
04596284	HEADCOVERS LIMITED
04535741	RUTHERFOORD S DEVELOPMENTS LIMITED
04508566	HOLDFLEET LIMITED
04571528	BROOKLINE CAR & TRUCK LEASING LIMITED
04576758	FRECKLEPIN DEVELOPMENTS LIMITED
04577844	ROI PARTNERSHIPS LIMITED
04577845	MOTORCADE NORTHERN LTD
04591416	EURO INN LIMITED
04595843	INFINITY IP LIMITED
04588910	TARGET SITE SERVICES 2003 HOLDINGS LIMITED
04547329	ULTIMATE CAR CONTROL LIMITED
04530800	COASTLINK LIMITED

Other Directorships:

04554549	WITHDEAN PROPERTIES DEVELOPMENTS LIMITED
04582098	HAVENMEAD LIMITED
04559055	CAPITAL INVESTMENTS SURREY LIMITED
04574364	BEAUTIFUL BRIDES LIMITED
04591706	HAVENBROOK LIMITED
04530807	FLEETZONE LIMITED
04524602	MARINEGOLD INVESTMENTS LIMITED
04591708	ROSEGATE LIMITED
04530809	GLOBENEXT LIMITED
04524604	GOLDWEST PROPERTIES LIMITED
04513395	HH LAW LIMITED
04589860	MELODY MARINE LIMITED
04572838	A DESIGN CONCEPT LIMITED
04549293	GREENWICH RAIL CONSULTANCY LIMITED
04589863	RAVENS COURT MANAGEMENT LIMITED
04524609	SILVERWEST PROPERTIES LIMITED
04549295	PRICE SLASHER LIMITED
04524464	ECOLAB (U.K.) HOLDINGS LIMITED
04585437	INTERIOR CONSULTANTS LTD
04530881	MARINEWEST LIMITED
04591782	GRADEWOOD LIMITED
04581224	DILIGENT TECHNOLOGIES UK LIMITED
04560823	CLEAR WATERSLICK LTD
04535608	GRADETECH LIMITED
04588270	E.E. WILCOX THIRD DEVELOPMENTS LIMITED
04590048	ALTERED IMAGE PROPERTIES LIMITED
04563514	YEGODS LIMITED
04532849	M.D BEAR DEVELOPMENTS LIMITED
04571390	BRROKLINE CAR & TRUCK LEASING LIMITED
04542106	ADDTEXTILES LIMITED
04588278	E.E. WILCOX SECOND DEVELOPMENTS LIMITED
04564249	LONDON & NEWCASTLE (ABBAY ROAD) LIMITED
04547337	LOCH TULLA LTD
04576117	HOLDWISE LIMITED
04553681	JUST AIRPORTS LIMITED
04530810	CROWNWAVE LIMITED
04588565	PLAY ROOM (RETAIL) LIMITED
04591712	FLEETHURST LIMITED
04530813	GREENHOLD LIMITED
04581807	V 2 TEK LIMITED
04591714	BROOKSTAR LIMITED
04522294	MARINEGLOBE LIMITED
04574373	GUNZ CONSTRUCTION LIMITED
04533076	SCIPHER INVESTMENTS LIMITED
04522296	MARINEFLEET LIMITED
04553320	HIGH-TEC PICTURES LIMITED
04522000	SUMMERFOLD LIMITED
04543995	SYBIL'S DEVELOPMENTS LIMITED
04561994	STOCK LONDON LTD

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DIAMONDS SOFTWARE LIMITED

1. The name of the Company is DIAMONDS SOFTWARE LIMITED.
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (A) To carry on business as a general commercial company.
 - (B) To carry on any other business which may in the opinion of the directors of the Company be capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or which may seem capable of being directly or indirectly to the benefit of the Company.
 - (C) To purchase or otherwise acquire all or any part of the business, property and other assets and liabilities of any company, partnership, unincorporated association or person or establish or promote any company which may be expedient for any of the purposes of the Company or carrying on any business which the Company is authorised to carry on, and upon any terms and for any consideration, and to conduct and carry on, or liquidate and wind up, any such business.
 - (D) To enter into partnership with or into any joint venture with or any arrangement involving sharing of profits, union of interests, reciprocal concessions or any other form of co- operation with any person or company carrying on or about to carry on or be engaged in any business or transaction which the Company is authorised to carry on, upon any terms and for any consideration.
 - (E) To take part in the formation or management or control of the business of any company, firm, partnership or person, on such terms and with such provision for the remuneration of persons involved with or connected with such business as the Company may think fit.
 - (F) To establish, promote, control or otherwise assist any company or companies for the purpose of acquiring any of the property of the Company or furthering any of the objects of the Company.
 - (G) To take or otherwise acquire, hold, sell or otherwise deal with any shares, securities or obligations of any company, whether constituted or carrying on business within or outside the United Kingdom, and other securities of any kind and in any part of the world, and to issue or guarantee the issue of, or the payment of interest on, any such shares or securities, and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

- (H) To purchase, take on lease or in exchange, or otherwise acquire for the purpose of the Company, any real or personal property which to the Company may seem suitable or convenient for any purposes of its business.
- (I) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company.
- (J) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright, secret processes, licenses, or any like rights which may be useful for the purposes of any of the Company's businesses or which may be directly or indirectly to the benefit of the Company, and to use, exercise, develop, grant licenses in respect of or otherwise deal with the rights and information so acquired.
- (K) To manufacture, buy, sell, hire, repair, improve and generally deal in all materials, machinery, tools, goods or articles of any kind which may be required or used in connection with any of the businesses of the Company.
- (L) To sell, let on lease or otherwise dispose of or grant rights over the business, undertakings and real and personal property of the Company on such terms as the Company shall determine.
- (M) To accept shares (fully or partly paid-up), stocks, the debentures, mortgage debentures or any other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company, and to hold, sell or otherwise deal or dispose of any shares, stock or securities so acquired.
- (N) To draw, make, accept, endorse, discount, issue or execute any bills of exchange, cheques, promissory notes and other negotiable or transferable instruments.
- (O) To borrow, raise money or secure obligations and enter into any guarantee, contract or indemnity or suretyship whether by personal covenant or otherwise in respect of the obligations of any kind of the Company or any other company, firm, authority or person, wherever the same may be situate, and including without prejudice to the generality of the foregoing any company which is for the time being in relation to the Company a holding company or subsidiary of any such holding company (within the meaning of the Act) and for any of such purposes to issue debentures, debenture stock, bonds, mortgages or any securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit.
- (P) To receive money on deposit, with or without allowance for interest.
- (Q) To advance and lend money (with or without security) to such persons and on such terms as may be thought proper.
- (R) To invest the monies of the Company not immediately required in such manner as from time to time may be determined by the Company.
- (S) To provide for the welfare of persons in the employment of the Company or formerly in the employment of the Company or its predecessors in business or any subsidiary or associated company of the Company, and the wives, widows and families and dependants of such persons, by grants of money, donations, gratuities, pensions or other payments, and to establish and maintain or procure the establishment of any non-contributory or contributory pension, provident or superannuation funds, or any other trusts, funds and schemes with a view to providing for the payments aforesaid.

- (T) To subscribe or otherwise contribute to or help any charitable, benevolent or useful object of a public character including (without prejudice to the generality of the foregoing) objects promoted by any educational, scientific or religious institution or trade society, whether or not such objects be connected with the business of the Company, and to institute or maintain any club or establishment.
- (U) To amalgamate with any other company.
- (V) To distribute in specie or otherwise as may be resolved any assets of the Company among its members including (without prejudice to the generality of the foregoing) the shares, debentures or securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company, but so that if such distribution would result in a reduction in the capital of the Company, the same does not take place without first obtaining the sanction (if any) required by law.
- (W) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents.
- (X) To do all such things as the Company may deem incidental or conducive to the attainment of any of the above objects of the Company.

In construing the objects set forth in the sub-clauses hereinbefore set out, the widest interpretation shall be given and they shall in no way be limited by reference to the objects set out or the wording employed in any other sub-clause or by the name of the Company, and none of the objects or powers specified in any sub-clause shall be deemed to be subsidiary or ancillary to the objects and powers specified in any other sub-clause.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is one thousand Pounds divided into one thousand Ordinary shares of one Pound each.

I, the subscriber to this Memorandum of Association, wish to be formed into a company, in pursuance to the Memorandum of Association, and I agree to take the number of shares shown opposite my name.

Name and address of subscriber.

- 1. CHALFEN NOMINEES LIMITED
2ND FLOOR 93A RIVINGTON STREET LONDON EC2A 3AY

1

DATED this 21st day of November 2002

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DIAMONDS SOFTWARE LIMITED

PRELIMINARY

1. (a) The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company except in so far as they are excluded or varied by these Articles.
- (b) Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

SHARE CAPITAL

2. (a) The shares of the Company for the time being unissued, whether forming part of its original capital or not, shall be at the disposal of the directors, who may at their discretion for a period of five years from the date of the incorporation of the Company and afterwards with the previous sanction of an ordinary resolution (in accordance with Section 80 of the Act), allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think proper, but so that the nominal amount of the issued equity share capital shall not exceed the authorised share capital of the Company.
- (b) The directors may allot shares notwithstanding that the authority under Regulation 2 (a) has expired if they are allotted in pursuance of an offer or agreement made by the Company before the authority expired.
- (c) The provisions of Section 89(1) and Section 90(1) to (6) of the Act shall not apply to the Company, in accordance with the exemption provided by Section 91(1) of the Act.
- (d) Subject to the provisions of the Act, shares may with the sanction of an ordinary resolution be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company may by special resolution determine, provided that no redeemable shares may be issued if at the time there are no issued shares of the Company which are not redeemable.
- (e) Subject to the provisions of the Act, the Company may purchase its own shares.
- (f) Share certificates shall not be required to bear the impression of the Company seal, and Regulation 6 of Table A shall be amended accordingly.

LIEN AND FORFEITURE

3. (a) The lien conferred by Regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name

(whether as sole or joint holder) of any person indebted or under liability to the Company. The directors may declare any shares to be wholly or partially exempt from the provisions of this regulation or Regulation 8 of Table A.

- (b) In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other monies or property attributable to it"; and the same words shall be substituted in Regulation 19 for the words "all dividends or other monies payable in respect of the forfeited shares".

TRANSFER OF SHARES

- 4. The directors may in their absolute discretion and without giving any reason decline to register any transfer of shares.

PROCEEDINGS AT GENERAL MEETINGS

- 5. (a) Every notice convening a General Meeting shall state that a member entitled to attend and vote thereat may appoint a proxy.
- (b) In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy".
- (c) In Regulation 62 of Table A there shall be substituted for the first occurrence of the words "not less than 48 hours before" the words "at any time before".

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 6. (a) Regulations 73 to 79 inclusive of Table A shall not apply to the Company.
- (b) The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

PROCEEDINGS OF DIRECTORS

- 7. (a) Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to a maximum but shall not be less than one. The first directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.
- (b) A director who is interested in any transaction or arrangement either with the Company or in which the Company is interested shall be entitled to vote on any such transaction or arrangement at a meeting of the board of directors of the Company providing that he has complied with the disclosure requirements provided by Regulations 85 and 86 of Table A.
- (c) In Regulation 87 there shall be inserted after the first occurrence of the words "The directors" the words "on behalf of the Company".
- (d) In Regulation 89 of Table A there shall be substituted for the word "two" the word "one".

Name and address of subscriber.

- 1. CHALFEN NOMINEES LIMITED
2ND FLOOR 93A RIVINGTON STREET LONDON EC2A 3AY

DATED this 21st day of November 2002