

FILE COPY



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

Company No. 4667491

The Registrar of Companies for England and Wales hereby certifies that
TEAMWORK (BATTERSEA) 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 17th February 2003



N046674910



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

CHFP036

Declaration on application for registration

Please complete in typescript, or
in bold black capitals.

Company Name in full

TEAMWORK (BATTERSEA) LIMITED

I, JOHN GORDON ASCOUGH, signing on behalf of
of AW SECRETARIES LIMITED

†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 10, EASTWICK ROAD - WALTON ON THAMES - SURREY - KT12 5AW

On Day Month Year
11 02 2003

(1) Please print name.

before me (1) CHARLES RANSON

Signed

[Signature]

Date

11/02/2003

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.

AW SECRETARIES LIMITED

32, MAYFIELD GARDENS - WALTON ON THAMES - SURREY - KT12 5PP

Tel 01932 244633

DX number

DX exchange



A17
COMPANIES HOUSE

0205
18/02/03

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

CHFP036

Notes on completion appear on final page

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

Company Name in full

TEAMWORK (BATTERSEA) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

32, MAYFIELD GARDENS

Post town

WALTON ON THAMES

County / Region

SURREY

Postcode

KT12 5PP

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

ASCOUGH WARD - CHARTERED ACCOUNTANTS

Address

32, MAYFIELD GARDENS

Post Town

WALTON ON THAMES

County / Region

SURREY

Postcode

KT12 5PP

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.

Tel

DX number

DX exchange



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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

Company Secretary (see notes 1-5)

Company name	TEAMWORK (BATTERSEA) LIMITED		
NAME * Style / Title		* Honours etc	
Forename(s)			
Surname	AW SECRETARIES LIMITED		
Previous forename(s)			
Previous surname(s)			
Address ^{††}	32, MAYFIELD GARDENS		
Post town	WALTON ON THAMES		
County / Region	SURREY	Postcode	KT12 5PP
Country	UK		

^{††} 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.

☐

Consent signature *John G Ascoah* Date *11/2/03*

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

PP AW SECRETARIES

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME * Style / Title		* Honours etc	
Forename(s)			
Surname	AW COMPANY DIRECTORS LIMITED		
Previous forename(s)			
Previous surname(s)			
Address ^{††}	32, MAYFIELD GARDENS		
Post town	WALTON ON THAMES		
County / Region	SURREY	Postcode	KT12 5PP
Country	UK		

^{††} 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

Consent signature *John G Ascoah* Date *11/2/03*

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

PP AW COMPANY DIRECTORS

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>						
* Voluntary details										
	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
†† 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.	Address ††	<input type="text"/>								
		<input type="text"/>								
	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text"/>	Date	<input type="text"/>						

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

John G. Ascarugh

Date

11/2/03

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

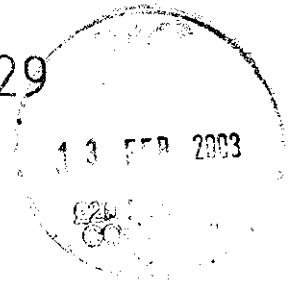
Date

000387

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THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
TEAMWORK (BATTERSEA) LIMITED



- 1 The Company's name is Teamwork (Battersea) 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 the business of a general commercial company.
 - (b) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto.
 - (c) To acquire by purchase, lease, exchange, hire or otherwise and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property of any kind necessary or convenient for the purpose of or in connection with the Company's business.
 - (d) To apply for, register, purchase and otherwise acquire and protect, prolong and renew whether in the United Kingdom or elsewhere any patents, patent rights, licences, trade marks, trade names, designs, inventions, protections, concessions, copyrights, secret processes or any other intellectual property rights that may be advantageous to the Company and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.
 - (e) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and undertake all or any of the liabilities of such person, firm or company as part of the consideration for such acquisition, or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
 - (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (g) To invest and deal with the funds of the Company not immediately required in such investments or securities and in such manner as may from time to time be determined by the Directors.
- (h) To lend or advance money or give credit to such persons and companies and on such terms (including as to security), as may be thought fit and to deposit money with any bank, deposit taker or other financial organisation.
- (i) To guarantee and/or give security for the payment of money by, or the performance of contracts and obligations by, or the payment or repayment of principal, interest, dividends and premiums on, and any other monies due in respect of, securities or obligations by, the Company or by any other person or company, including any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company and any undertaking which shall at the time be a subsidiary undertaking of the Company or of any holding company of the Company or of any subsidiary of the Company or any holding company of the Company notwithstanding the fact that the Company may not receive any consideration or benefit from entering into any such guarantee or security.
- (j) To borrow or raise money or accept money on deposit and to secure the payment of money or the observance of obligations in such manner as the Directors shall think fit and for such purposes to mortgage or otherwise charge in any manner whatsoever permitted in any jurisdiction in which the Company has assets or carries on business and in particular by way of fixed charge or floating charge over the whole or part of the undertaking and all or any of the property and assets (both present and future) and the uncalled capital of the Company and to create, issue and accept securities.
- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments.
- (l) To issue and allot securities of the Company for cash or in payment or part payment for any property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount or for any other purpose.
- (m) To subscribe for, underwrite, purchase or otherwise acquire, securities of any company, fund or trust and to deal with and dispose of the same.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property of undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the undertaking, property and assets of the Company either together or in portions for such consideration as the Company may think fit.

- (q) To insure against losses, damages, risks and liabilities of all kinds which may affect the Company and to purchase and maintain for any officer of the Company or the auditors of the Company insurance against any liability as is mentioned in section 310 of the Companies Act 1985.
- (r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (s) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise.
- (t) To distribute among the members of the Company 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.
- (u) To pay out of funds of the Company all expenses which the Company may lawfully pay for, or incidental to, the formation and registration of or the raising of money for the Company or the issue of any securities, or the application to any recognised investment exchange for listing of, or dealing in, any or all of its securities, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of securities or rights of the Company.
- (v) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors or employees of the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, husbands, widows, widowers, children and other relatives and dependants of such persons.
- (w) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (x) To do all or any of the things authorised in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To carry on any other business that may advantageously be carried on in connection with any of the objects of the Company.
- (z) To do all such things as may be deemed incidental or conducive to the attainment of any of the objects of the Company.

And it is hereby declared that none of the provisions set forth in any sub-clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provisions set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

4. The liability of the members is limited.

5. The Company's share capital is £10,000 divided into 10,000 shares of £1.00 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

NUMBER OF SHARES
TAKEN BY SUBSCRIBER

AW SECRETARIES LTD
32, MAYFIELD GARDENS
WALTON ON THAMES
SURREY
KT12 5PP

ONE ORDINARY "A" share


RE AW Secretaries Ltd

Dated: 11/21 2003.

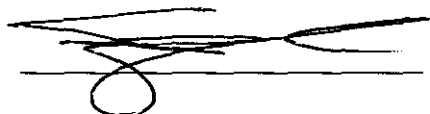
Witness to the above signature:

STEPHEN PEZZACK

Name

104, SIDNEY ROAD
WALTON ON THAMES
SURREY

Address



Signature

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
TEAMWORK (BATTERSEA) LIMITED

PRELIMINARY

- 1 (i) The regulations contained in 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 (hereinafter referred to as "Table A"), subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.
- (ii) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

2. (i) The share capital of the company is as follows:-

£10,000 divided into 10,000 shares of £1.00 each, of which 5,000 shall be classified as "A" shares and 5,000 shall be classified as "B" shares ranking in all respects *pari passu* save as hereinafter provided.

- (ii) **Voting**

The holders of the "B" shares shall not be entitled to receive notice of or attend and vote at any general meeting of the company and Regulations 38 and 54 of Table A shall be read and construed accordingly.

- (iii) **Dividends**

- (a) Subject to the provisions of the Act, the Directors may declare an interim dividend and the company may by ordinary resolution, upon the recommendation of the directors, declare a final dividend but no dividend shall exceed the amount recommended by the Directors.
- (b) Every meeting of the Directors, a committee of the directors or General Meeting of the Company at which a dividend is declared shall, by Board or Ordinary Resolution (as appropriate), direct that such dividend be paid either in respect of one class of shares to the exclusion of the other class, or in respect of both classes of shares.

(c) Where a dividend is declared in respect of both classes of shares the company may, by ordinary resolution, differentiate between the classes as to the amount or the percentage of dividend payable, but in default the shares of each such class shall be deemed to rank pari-passu in all respects as if they constituted one class of share.

(d) Regulations 102 and 103 of Table A shall not apply to the company.

(iv) **Winding up & repayment of capital**

On the winding up or other repayment of capital, the assets of the company available for distribution amongst the Members shall be applied as follows:-

(a) First in paying to the holders of the "A" shares, the capital paid up on such shares:

(b) Secondly in paying to the holders of the "B" Shares, the capital paid up on such shares:

(c) Lastly in distributing the remainder of the assets (if any) amongst the holders of the "A" shares.

The holders of the "B" shares shall not be entitled to any further participation in the profits or assets of the company otherwise than is provided in this Article.

3. The Directors of the Company may (subject to Articles 4 and 5(i) below and section 80 of the Act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Act) in the Company on such terms and conditions and in such manner as they think proper.
4. The directors of the company are generally and unconditionally authorised during the period of five years from the date of incorporation of the company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the company, to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of section 80 of the Act.
5.
 - (i) Subject to any direction to the contrary that may be given by special resolution by the Company in General Meeting, any shares which do not comprise the original authorised share capital of the company shall, before they are issued, be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.
 - (ii) In accordance with section 91(1) of the Act, section 89(1) and section 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

LIEN

6. (i) The company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the name of two or more joint holders for all moneys presently payable by him or his estate to the company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.
- (ii) Regulation 8 of Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

7. (i) Regulations 112 and 115 of Table A shall not apply to the company.
- (ii) Every Member is entitled to written notice of every meeting of the Company, at such address as the Member may inform the Directors of from time to time; provided that a notice given to a joint holder whose name stands first in the Register of Members in respect of a jointly held share shall be sufficient to notify those holding jointly with him. A notice shall be deemed to have been received:
 - (a) when given, if delivered personally;
 - (b) on the next business day, if sent by facsimile, telex or E-Mail;
 - (c) after two clear days if sent by telegram.
 - (d) after seven clear days, if properly addressed and sent to and from an address outside the United Kingdom by pre-paid registered or recorded delivery post;

and, subject to the above, Regulation 116 of Table A shall be modified accordingly.

- (iii) The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at any such meeting. Regulation 39 of Table A shall not apply to the Company.
8. (i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if so agreed –
 - (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of every other Meeting by a Majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety five per cent, in nominal value of the shares giving that right.

- (ii) The Notice shall specify the time and the place of the Meeting and in the case of special business only the general nature of the special business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- (iii) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the Report of the Directors and Auditors, and the appointment of, and fixing of the remuneration of the Auditors.
- (iv) Subject to the provision of these Articles and to any restrictions imposed on any shares, all notices of and any other communications relating to any General Meeting of the Company shall be given to all member, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being.
- (v) Regulation 38 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 9.
 - (i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
 - (ii) For so long as the company has a sole Member, that Member shall constitute a quorum if present in person or by proxy, or, if that Member is a corporation, by a duly authorised representative.
 - (iii) If such a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine.
 - (iv) Regulations 40 and 41 of Table A shall not apply to the company.
- 10.
 - (i) For so long as the Company has only a sole member, any decisions or actions made or taken by that Member which are ordinarily required to be made or taken in General Meeting of the Company or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
 - (ii) Any decision taken by a sole Member pursuant to paragraph (i) above shall be recorded in writing and delivered by that Member to the company for entry in the Company's Minute Book.

NUMBER OF DIRECTORS

11. (i) Unless otherwise determined by Ordinary Resolution in General Meeting of the Company, the number of Directors (other than alternate Directors) shall not be subject to any maximum, and the minimum number of directors shall be one. If and for so long as the number of directors is one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
- (ii) Regulation 64 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

12. The first Directors of the Company shall be named in the Statement delivered to the Register of Companies pursuant to Section 10 of the Act.
13. No person shall be appointed a Director at any General Meeting unless:
- (a) he is recommended by the Directors; or
 - (b) not less than fourteen, nor more than thirty five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, stating the particulars which would, if he were so appointed, be required to be included in the Register of Directors of the Company together with Notice executed by that person of his willingness to be appointed.
14. Subject to Article 13 above, 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.
15. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors
16. The personal representatives of any person occupying the position of both sole Director and sole Member of the Company upon his death, shall be entitled, on serving notice in writing at the Company's Registered Office, to appoint a person as a Director. Any such appointment shall be deemed for all purposes to be as valid as an appointment made in accordance with the provisions of Article 13 above.
17. The Directors shall not be required to retire by rotation and Regulation 73 to 80 (inclusive) of Table A shall not apply to the Company.

DIRECTORS GRATUITIES AND PENSIONS

18. (i) The powers of the company set out in clause 3(p) of the Memorandum of Association may be exercised by the Directors of the Company.
- (ii) Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

19. (i) A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there-from, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
- (ii) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

BORROWING POWERS

20. The Directors may exercise all the powers of the Company to borrow without limit as to the amount and upon such terms and in such manner as they think fit

SECRETARY

21. The Secretary or Joint-Secretary of the Company shall be named in the Statement delivered to the Register of Companies pursuant to Section 10 of the Act.

THE SEAL

22. (i) The seal, if any, of the Company shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. The provisions of Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company adopts a common seal. Regulation 101 of Table A shall not apply to the Company.
- (ii) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

TRANSFER OF SHARES

23. The Directors may, in their absolute discretion, decline to register the transfer of a share whether or not it be a fully paid share, and no reason for the refusal to register the aforementioned transfer need be given by the Directors. The first sentence of Regulation 24 of Table A shall not apply to the Company

INDEMNITY

24. (i) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the company against any losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.
- (ii) The provisions of paragraph (i) above of this Article shall not have effect in any proceedings resulting in a breach of the provisions of Section 310 of the Act.
- (iii) Regulation 118 of Table A shall not apply to the Company.

Name and Address of Subscriber:

AW SECRETARIES LIMITED
32, MAYFIELD GARDENS
WALTON ON THAMES
SURREY
KT12 5PP


RP AW Secretaries Ltd

Dated 11/21 2003

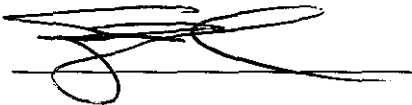
Witness to the above signature

STEPHEN PEZZACK

Name

104, SIDNEY ROAD
WALTON ON THAMES
SURREY

Address



Signature