

FILE COPY



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

Company No. 4725803

The Registrar of Companies for England and Wales hereby certifies that
G T PLANT SERVICES LTD

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 7th April 2003



N04725803G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

GT PLANT SERVICES LTD

I, ANNE CECILIA SIMMONS

of 1 HIGH STREET, KNAPHILL, WOKING, SURREY

† 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

[Signature]

Declared at

Northpoint House, High Street, Knaphill

Day Month Year

On

02 04 2003

• Please print name.

before me •

DAVID T.W. EVANS Soc.L.C.
A COMMISSIONER FOR OATHS

Signed

[Signature]

Date

2nd April 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.

CHANCERY ASSOCIATES LTD

1 HIGH STREET

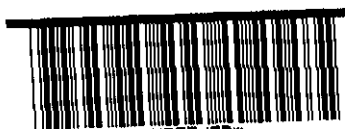
KNAPHILL

WOKING

SURREY GU21 2PG

DX number

DX exchange



A13
COMPANIES HOUSE

0135
04/04/03

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
or companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

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

4725803

Company Name in full

GT PLANT SERVICES LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 HIGH STREET

KNAPHILL

Post town

WOKING

County / Region

SURREY

Postcode

GU21 2PG

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

CHANCERY ASSOCIATES LTD

Address

1 HIGH STREET

KNAPHILL

WOKING

SURREY GU21 2PG

Post town

County / Region

Postcode

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.

CHANCERY ASSOCIATES LTD

1 HIGH STREET

KNAPHILL

WOKING

SURREY GU21 2PG

DX number

DX exchange



V

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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

GT PLANT SERVICES LTD

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† 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 ††

1 HIGH STREET

KNAPHILL

Post town

WOKING

County / Region

SURREY

Postcode

GU21 2PG

Country

ENGLAND

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

Consent signature

Date

2/4/03

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)

†† 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 ††

1 HIGH STREET

KNAPHILL

Post town

WOKING

County / Region

SURREY

Postcode

GU21 2PG

Country

ENGLAND

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

2/4/03

Please list directors in alphabetical order

* Voluntary details

*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

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

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

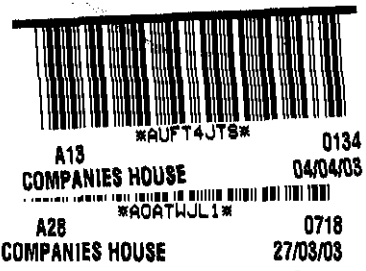
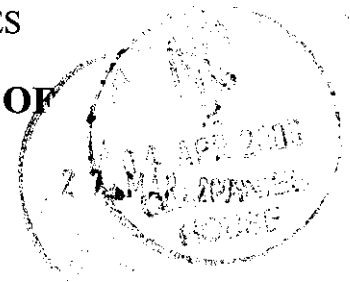
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THE COMPANIES ACTS 1985 – 1989

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION OF
G T PLANT SERVICES LTD**

1. The Company's name is G T Plant Services Ltd.
2. The Company's registered office will be situated in England .
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 of any description whatsoever which may seem to the Company or in the opinion of the Board of Directors thereof to be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
 - c) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept, surrender of, mortgage, charge or otherwise deal in any freehold, leasehold or other property whatsoever situate.
 - d) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
 - e) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
 - f) To buy, sell, export, import, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, remodel, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
 - g) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
 - h) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any company or corporation.



THE COMPANIES ACTS 1985 – 1989

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION OF
G T PLANT SERVICES LTD**

1. The Company's name is G T Plant Services Ltd.
2. The Company's registered office will be situated in England & 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 of any description whatsoever which may seem to the Company or in the opinion of the Board of Directors thereof to be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
 - c) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept, surrender of, mortgage, charge or otherwise deal in any freehold, leasehold or other property whatsoever situate.
 - d) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
 - e) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
 - f) To buy, sell, export, import, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, remodel, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
 - g) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
 - h) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any company or corporation.

- i) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- j) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- k) To sell, let, license, develop, improve or otherwise deal with the undertaking of all or any part of the property or assets of the Company, upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in, any other company.
- l) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any debentures at any time paid off.
- m) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- p) To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
- q) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.
- r) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce and products of the Company or use its services and for any other purpose calculated to enhance the Company's business.
- s) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.

- t) To obtain any provisional or other order to Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- v) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to and assist any charitable association and assist in the promotion thereof.
- w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription or any shares or other securities of the Company.
- x) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation 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.
- y) To do all or any of the things or matters aforesaid 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.
- z) To procure the Company to be registered or recognised in any country or place abroad.
- aa) To do all such other things as are incidental or conducive to the attainment of the above objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 4. The liability of the Members is limited.
- 5. The Share Capital of the company is £10,000 divided into 10,000 Ordinary Shares of £1 each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

I, the person whose name and address is subscribed, am desirous of being formed into Company in pursuance of the Memorandum of Association and I agree to take the number of shares in the capital of the Company set opposite my name.

Name and Address
of Subscriber

Number of Shares taken
by the Subscriber

Chancery Nominees Limited
1 High Street
Knaphill
Woking
Surrey GU21 2PG

ONE

Signed: 

Dated: 2/4/03

Witness to the above signature:

Clare Mason
1 High Street
Knaphill
Woking
Surrey GU21 2PG

Signed: 

Dated: 2/4/03

THE COMPANIES ACTS 1985 – 1989

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION OF
G T PLANT SERVICES LTD**

1. PRELIMINARY

- a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) regulations 1985 (S1 1985 No. 805) as amended by the Companies (Tables A to F) (Amendments) Regulations 1985 (S1 1985 No. 1052) (such table being hereafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provisions 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.

2. ALLOTMENT OF SHARES

- a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any share not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such a manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.
- c) In accordance with Section 91 (1) of the Act Sections 89 and 90 (1) to (6) (inclusive) of the Act shall not apply to the Company.

- d) The Directors are generally and unconditionally authorised for the purpose of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by the Ordinary Resolution of the Company in General Meeting.

3. SHARE CAPITAL

- a) The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be the total amount stated in Clause 5 of the Memorandum of Association or such other amount as shall be authorised by the Company in General Meeting.
- b) Subject to the provisions of the Companies Act 1985 including Section 159 and 171 thereof, the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as may be prescribed by these Articles.
- c) Subject to the provisions of the Companies Act 1985 including Sections 162 and 171 to 175 thereof, the Company may purchase its own shares including any redeemable shares.

4. SHARE CERTIFICATES

- a) Every share certificate may, if the Company has a seal, be sealed with the seal, and shall otherwise be signed by a Director and the Secretary, or by two Directors and be expressed to be executed by the Company and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon, and Article 6 of Table A shall be modified accordingly.
- b) The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

5. LIEN

The lien conferred by regulation 8 shall apply to:-

- a) all shares of the Company whether fully paid or not;
- b) to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders; and shall be for all indebtedness or other liability to the Company of any member.

Regulation 8 shall be modified accordingly.

6. TRANSFER OF SHARES

- a) A member desiring to transfer shares other than to the Company pursuant to Article 6 hereof shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the Member giving such notice may dispose of such shares or any of them to Members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the Transferor and the Directors, or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof.

If within twenty-eight days of the date of the said notice the Directors are unable to find a Member or Members willing to purchase all such shares on such conditions the Transferor may dispose of so many of such shares as shall remain un-disposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and the first sentence of Clause 24 in Table A shall not apply to the Company.

- b) The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share.

7. GENERAL MEETINGS

- a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of any other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- b) If quorum is not present within one hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within one hour from the time appointed therefore such adjourned General Meeting shall be dissolved.

Clause 41 of Table A shall not apply to the Company.

8. PROCEEDINGS AT GENERAL MEETINGS

- a) At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any Member in person or by proxy. Unless a poll is so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn in the event of an equality of votes, the Chairman shall not have a second or casting vote.

9. DIRECTORS

- a) The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 10 of the Act.
- b) Clause 64 of Table A shall apply, with the exception of the words "but shall not be less than two", and accordingly there may be a sole Director. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities by Table A or those Articles vested in the Directors generally. Clause 89 in Table A shall be modified accordingly.
- c) A Director shall not be required to hold any qualification shares in the Company.
- d) The Company shall not be subject to Section 293 of the Companies Act 1985 and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
- e) In the case of an equality of votes at any Director's Meeting, the Chairman of the Meeting shall not have a second or casting vote and Article 88 of Table A shall be modified accordingly.
- f) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- g) No person shall be appointed a Director at any General Meeting unless either:-
 - i) he is recommended by the Directors; or
 - ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed 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, together with notice signed by that person of his willingness to be appointed.
- h) Subject to paragraph (g) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- i) 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 determined as the maximum number of Directors and for the time being in force.

10. ALTERNATE DIRECTORS

- a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

- b) Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company. In regulation 65 the words "approved by resolution of the directors and" shall be deleted.
- c) A Director, or any such person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

11. BORROWING POWERS

- a) The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such a manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

12. DISQUALIFICATION OF DIRECTORS

- a) The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

13. GRATUITIES AND PENSIONS

- a) The Directors may exercise the powers of the Company conferred by Clause 3 (t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- b) Clause 87 in Table A shall not apply to the Company.

14. PROCEEDINGS OF DIRECTORS

- a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.
- c) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or of such a committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

15. SECRETARY

- a) The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered under Section 10(2) of the companies Act 1985 and deemed to be appointed accordingly.

16. THE SEAL

- a) If the Company adopts a common seal it shall only be used with the authority of the Directors or of a committee of Directors. The Director 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 second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company adopts a common seal.
- b) Clause 101 of Table A shall be read and construed as if the words "The Seal" were followed by the words "if any".
- c) The Company may exercise the powers conferred by Section 39 of the Act in relation to having an official seal for use abroad, and such powers shall be vested in the Directors.

17. NOTICES

- a) Every Director of the Company and every alternate director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of Regulation 112 shall be deleted.
- b) Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be amended accordingly.

18. INDEMNITY

- a) Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Name and Address of Subscriber

Chancery Nominees Limited
1 High Street
Knaphill
Woking
Surrey GU21 2PG

Signed:



Dated:

2/4/03

Witness to the above signature:

Clare Mason
1 High Street
Knaphill
Woking
Surrey GU21 2PG

Signed:



Dated:

2/4/03