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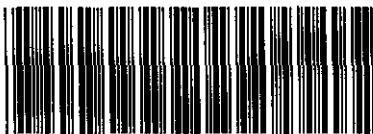
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4772831

The Registrar of Companies for England and Wales hereby certifies that
A.R.C. BUILDING MANAGEMENT FACILITIES 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 21st May 2003



N04772831J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

HC007B



Companies House
— for the record —

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP000

Company Name in full

A.R.C. BUILDING FACILITIES MANAGEMENT LTD

I, Gordon John D'S

of Van Tassel Ltd

† 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

G. D'S

Declared at

SCOTT LODGE, MILKHOUSE, PORTMOUTH

Day Month Year

On 19 05 2003

● Please print name.

before me ●

MARTIN LEECH

Signed

M. Leech

Date

19/5/03

† 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.

M.
~~Van Tassel Ltd~~ GILL KIRSTON, SCOTT LODGE
MILKHOUSE PORTMOUTH
~~12 Greenhouse Place~~ ~~Stoke Newington~~ ~~London~~
Tel ~~1 01752 51700~~ 01752 51700
DX number 120026 DX exchange PORTMOUTH 12.



A24
COMPANIES HOUSE

AUNUUL35

0836
20/05/03

rg

Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

A.R.C. BUILDING FACILITIES MANAGEMENT LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

12 CITY BUSINESS PARK SOMERSET PLACE

STOKE

Post town

PLYMOUTH

County / Region

DEVON

Postcode

PL3 4BB

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

VAN TOUCHE LIMITED

Address

12 CITY BUSINESS PARK SOMERSET PLACE

STOKE

Post town

PLYMOUTH

County / Region

DEVON

Postcode

PL3 4BB

Number of continuation sheets attached

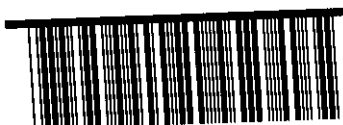
Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

MR ADAMS

Tel 01752 569214

DX number

DX exchange



A24
COMPANIES HOUSE
COMPANIES HOUSE

0835
20/05/03
10/05/03

Form revised July 1998

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

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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		ARC BUILDING FACILITIES MANAGEMENT LTD	
NAME	*Style / Title	MR	*Honours etc
* Voluntary details	Forename(s)	ROSDEN JOHN	
	Surname	IDE	
	Previous forename(s)	13 BARNES CLOSE	
	Previous surname(s)		
Address		13 BARNES CLOSE	
Usual residential address		BRADNINCH	
For a corporation, give the registered or principal office address.		Post town	EXETER
	County / Region	DEVON	Postcode EX5 4QS
	Country	ENGLAND	

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

Consent signature

Date

8.5.2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
	Forename(s)	PETER JOHN	
	Surname	O'TOOLE	
	Previous forename(s)		
	Previous surname(s)		
Address		13 HEADLAND PARK	
Usual residential address		NORTH HILL	
For a corporation, give the registered or principal office address.		Post town	PLYMOUTH
	County / Region	DEVON	Postcode PL4 8HS
	Country	ENGLAND	

Day Month Year

Date of birth

04 05 1967

Nationality

BRITISH

Business occupation

DIRECTOR

Other directorships

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

Consent signature

Date

8.5.2003

Directors (continued) (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

G. Lee

Date

4.5.03

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

477 2831

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

A.R.C. BUILDING FACILITIES MANAGEMENT LIMITED

1. The name of the company is A.R.C.BUILDING FACILITIES MANAGEMENT LIMITED.
2. The Registered office of the company will be situated in England and Wales.
3. The object of the company is to carry on business as a general commercial company. In particular, but without prejudice to the generality of the foregoing, the company has the following objects:

3.1(a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, agents and representatives, brokers and consultants, advisers, managers and administrators, financiers, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, operators, hirers, and letters on hire of, and dealers in all plant, machinery, tools, and equipment of all kinds, products, goods, wares, merchandise and produce of every description and to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises and generally to carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the company in connection with or as ancillary to any of the above businesses or undertakings which may be deemed expedient, or to become interested in, and carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses as may be thought desirable; and

(b) to purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any company, society, partnership or person carrying on any business which the company is authorised to carry on or possessed of property suitable for any of the purposes of the company, and to conduct and carry on, or liquidate and wind up, any such business.

3.2 To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate and interest, and manage any lands, servitude's, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real and personal property of any kind.

- 3.3 To purchase or otherwise acquire any patents, licenses, concessions, copyrights, trade marks, designs and the like, secret or other information as to any invention, process or development which may seem to the company capable of being used for the purposes of the company
- 3.4 To enter into partnerships or into any arrangement for the sharing of profits, union of interests,
- 3.5 co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any objects of the company.
- 3.6 To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools or equipment as may be desirable for any of the businesses or in the interests of the company, and to manufacture, buy, sell, and generally deal in plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the company's objects.
- 3.6. To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.

1.3

1.4

- 1.5 its, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any objects of the company.
- 1.6 To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may be desirable for any of the businesses or in the interests of the company, and to manufacture, buy, sell, and generally deal in plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the company's objects.
- 1.7 To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- 1.8 To enter into, carry on and participate in financial transactions and operations of all kinds and to take steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- 1.9 To borrow and raise money in such manner as the company shall think fit and in particular by the issue of bonds, debentures, mortgages or charges, and, if the company thinks fit, charged upon all the company's property (both future and present) and undertaking including its uncalled capital and further if so thought, convertible into any stock or shares of the company or any other company, and collaterally or further to secure any obligations of the company by a trust deed or other assurance.
- 1.10 To grant indemnities of every description and to undertake obligations of every description.
- 1.11 To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- 1.12 To pay for any property or rights acquired by the company either in cash or fully or partly paid shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue, or partly in one mode or partly in another and generally on such terms as the company may determine.

1.13 While the company remains a private company, and subject to the Companies Act 1985, to:

- (a) remunerate or undertake to remunerate any person, firm or company rendering services to the company, whether by cash payment or by the allotment to him or them of shares or securities of the company credited to them in full or in part or otherwise; and
- (b) give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985).

1.14 To make loans and donations to such persons as the company may think directly and indirectly conducive to any of its objects or otherwise expedient.

1.15 To amalgamate with any company whose objects are similar to those of the company and upon any terms whatsoever.

1.16 To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the company and to act as agents, managers, secretaries, contractors or in similar capacity.

1.17 To insure the life of any person who may, in the opinion of the company, be of value to the company as having or holding for the company interest, goodwill or influence or other assets and to pay the premium on such insurance.

1.18 To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or super-annuation funds for the benefit of persons who are directors and officers of the company and the wives, widows, families and dependants of any such persons.

1.19 To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time be conducive or expedient for the advantage or protection of the company.

1.20 To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

1.21 To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:

The objects set out in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation should be given thereto and they shall not except where the context expressly so requires, be in any way limited or restricted by application to the ejusdem generis rule or by reference to or inference from any other object of objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company; none of the sub-clauses or the object or objects specified therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company

2. The liability of the members is limited.
3. The share capital of the company is 10,000 pounds divided into 10,000 Ordinary Shares, each of One Pound .

I, the person whose name, address, and description is subscribed, am desirous of being formed into a company in pursuance of this Memorandum of Association and I respectively 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

Mr P. J. O'Toole,
13, Headland Park, North Hill,
Plymouth.
Devon. PL3 4BB

ONE

Signed:

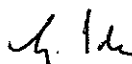


Dated this 8th Day of May 2003

Witness to the above signature

Mr. G. Ide,
13, Barns Close,
Bradninch,
Exeter.
Devon. EX5 4QJ

Signed:



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

A.R.C.BUILDING FACILITIES MANAGEMENT LIMITED

Preliminary

1. In these Articles and in Table A:

"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.

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F)(Amendment) Regulations 1985.

"The Statutes" means the Companies Act 1985 and any statutory modifications or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the company.

2.1) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

2.2) Regulations 24, 39, 73 to 78 inclusive, 87, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the company.

SHARES

3.1) Subject to the provisions of Article 3.2 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and Without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the company and any shares hereafter created shall be under the control of The directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the directors themselves) on such terms as they may think proper, provided that no shares shall be issued at discount.

3.2) 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.

3.3) The authority conferred on the Directors by Articles 3.1 and 3.2 shall expire on the day preceeding the fifth anniversary of the Company.

3.4) The provisions of section 89(1) of the Act shall not apply to the Company.

3.5) Any share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the company or the holder of such share is liable, to be redeemed.

LIEN

4. 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.

TRANSFER OF SHARES

- 5. 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.

PROCEEDINGS AT GENERAL MEETING

6. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 7.1) A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.
- 7.2) The words "at any time" shall be substituted for the words "not less than 48 hours" in regulation 62(a)
8. A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed of behalf of a corporation if signed by one of it's directors or secretary. In the case of a share held by joint holders the signature by any one of them shall be sufficient for the purpose of that regulation.

DIRECTORS

9. The number of directors shall not exceed four and regulation 64 shall be modified accordingly.
10. The first Director or Directors shall be appointed in writing by completion of the statement required for registration by section 10 of the Act.
11. A Director shall not be required to hold any qualification shares in the company.

POWERS AND DUTIES OF THE DIRECTORS

12. Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contractor arrangement with the company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated thereof. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.
13. The Directors may exercise all the powers of the Company contained in clause 3.17 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.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

14.1) Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a Corporation signed on its behalf by one of its directors or its secretary and shall take place upon its lodgement at the registered office of the company.

14.2) The office of a Director shall be vacated if he is removed from office under Article 14.1 and Regulation 81 shall be modified accordingly.

14.3) Unless and until otherwise determined by the company by Ordinary Resolution, either generally or in any particular case no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy, and no such special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

ROTATION OF DIRECTORS

15. The Directors shall not be liable by rotation, and accordingly the second and third sentences of Regulation 79 shall be deleted.

ALTERNATE DIRECTORS

16.1) 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

16.2) If his appointee is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of the appointee. An alternate Director may represent more than one Director and 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.

- 16.3) An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a director, but he shall not be entitled to receive from the Company in respect of his appointment as alternative Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointee may by notice in writing to the Company from time to time direct.

PROCEEDINGS OF DIRECTORS

17.1) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such 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.

17.2) The following sentence shall be inserted after the first sentence of regulation 72 : "Any committee shall have the power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."

17.3) A sole Director may exercise all the powers conferred by these Articles of the Directors and for such time as there is not more than one Director of the Company there shall be no requirement for a Quorum or meetings of directors: regulations 88 and 89 shall be modified accordingly.

THE SEAL

- 18.1) If the company has a common seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is attached and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a common seal.
- 18.2) 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

NOTICES

19.1) Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address as he may notify the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.

19.2) 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.

INDEMNITY

20.1) Subject to the provision of and so far as may be consistent with the Statutes but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and /or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under statute for relief from liability in respect of any such act or omission in which relief is granted by him by the Court.

20.2) The Directors shall have the power to purchase and maintain for any Director, Auditor, Secretary or other officer insurance against such liability as is referred to in Section 310(1) of the Act with effect from the bringing into force of Section 137 of the Companies Act 1989.

MISCELLANEOUS PROVISIONS

21. Table A shall be further modified as follows:

- (a) in regulation 37 the words "within the United Kingdom" shall be deleted;
- (b) in regulation 66 the second sentence shall be deleted;
- (c) in regulation 88 the third sentence shall be deleted;
- (d) in regulation 90 the words " but, if the numbers of directors is less than the numbers fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting" shall be deleted;
- (e) in regulation 112 the words "(or at such other address, whether within or outside the United Kingdom, as he may supply the Company for that purpose)" shall be inserted after "registered address"
- (f) regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom."

I, the person whose name, address and description is subscribed, am desirous of being formed into a company in pursuance of these Articles of Association.

NAME AND ADDRESS OF SUBSCRIBER

NUMBER OF SHARES TAKEN

Mr. P. J. O'TOOLE,
13, Headland Park, North Hill,
Plymouth,
Devon.
PL3 4BB

ONE

Signed:



Dated this 8th Day of May, 2003

Witness to the above signature

Mr G. Ide,
13, Barns Close,
Bradninch,
Exeter,
Devon
EX5 4QJ

Signed:

