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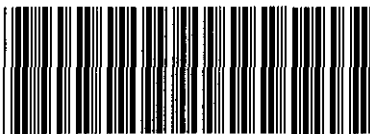
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4919404

The Registrar of Companies for England and Wales hereby certifies that
COLLINS DEVELOPMENTS 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 2nd October 2003



N04919404I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

CHFP036

Please complete in typescript, or
in bold black capitals.

Declaration on application for registration

Company Name in full

COLLINS DEVELOPMENTS LIMITED

I,

MRS ELIZABETH ANNE HOOLEY

of

10 WELLINGTON STREET, CAMBRIDGE, CAMBRIDGESHIRE, CB1 1HW,
ENGLAND

†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

E. A. Hooley

Declared at

HEWITSONS

SOLICITORS

Shakespeare House
42 Newmarket Road
Cambridge
CB5 8EP

Day Month Year

On

2, 3 0, 9 2, 0, 0, 3

(1) Please print name.

before me (1)

MARIE GEARING

Signed

M. C. Gearing

Date

23/9/03.

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.

ANDREW WEBSTER, ANDREW WEBSTER LIMITED - 4460609

10 WELLINGTON STREET, CAMBRIDGE, CAMBRIDGESHIRE

CB1 1HW, ENGLAND

Tel 01223 507080

DX number

DX exchange



A55
COMPANIES HOUSE

0348
01/10/03

A/D
COMPANIES HOUSE

24/09/03

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

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

DX 33050 Cardiff

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

COLLINS DEVELOPMENTS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

10 WELLINGTON STREET

Post town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB1 1HW

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

Address

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

ANDREW WEBSTER, ANDREW WEBSTER LIMITED - 4460609

10 WELLINGTON STREET, CAMBRIDGE, CAMBRIDGESHIRE

CB1 1HW, ENGLAND

Tel 01223 507080

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DX exchange

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DX 33050 Cardiff

or

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

for companies registered in Scotland

DX 235 Edinburgh



A55
COMPANIES HOUSE

0347
01/10/03

COMPANIES HOUSE

24/08/03

Company Secretary (see notes 1-5)

Company name

COLLINS DEVELOPMENTS LIMITED

NAME * Style / Title

MRS

* Honours etc

* Voluntary details

Forename(s)

ELIZABETH ANNE

Surname

HOOLEY

Previous forename(s)

Previous surname(s)

10 WELLINGTON STREET

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

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB1 1HW

Country

ENGLAND

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

Consent signature

E. A. Hooley

Date

23 / 9 / 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME * Style / Title

MRS

* Honours etc

Forename(s)

HELEN MARIE

Surname

COLLINS

Previous forename(s)

HELEN

Previous surname(s)

Address **

156 BLINCO GROVE

** 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

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB1 7TT

Country

ENGLAND

Date of birth

Day Month Year

2 5 0 7 1 9 6 9

Nationality

IRISH

Business occupation

BOOKKEEPER

Other directorships

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

Consent signature

Helen Collins

Date

23 / 9 / 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title			* Honours etc		
Forename(s)						
Surname						
Previous forename(s)						
Previous surname(s)						
Address ^{††}						
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

Helen Colwins

Date

23/9/2003

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

000214 10,000 X1 4919404
500
NC
4
01/10/03
The Companies Act 1985 and 1989 2003

Private Company Limited by Shares

Memorandum of Association of:

COLLINS DEVELOPMENTS LIMITED

262346

- 1 The Company's name is **Collins Developments Limited**.
- 2 The Company's registered office is to 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 promote and acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest which appears likely to be advantageous to the Company, to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate.
 - (c) to borrow or raise money in any manner and to secure the same or repayment of performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company, and in particular by the issue of debentures secured on all or any of the Company's property (both present or future) including its uncalled capital, and to purchase, redeem or pay off any securities.
 - (d) to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, or through any subsidiary, and in any part of the world.
 - (e) to do all such things as may appear incidental or conducive to the pursuit or attainment of any of the above objects, or to exercise of any power (whether express or implied) possessed by the Company.
- 4 The share capital of the Company is £10,000.00 divided into 5,000 'A' Shares and 5,000 'B' Shares of £1 each.
- 5 The liability of the members is limited.

- 6 I, the subscriber to this Memorandum of Association wish to form a company pursuant to this Memorandum; and agree to take the number of shares shown opposite my name

Names and addresses of subscriber:-

Name and Address	Share Class	Shares Held
Helen Marie Collins 156 Blinco Grove <i>Helen Collins</i> Cambridge CB1 7TT	£1 Ordinary 'A' Shares	500

Dated: 23rd September 2003

Witness to the above signature: _____

E. A. Hooley

Mrs E A Hooley
10 Wellington Street
Cambridge
CB1 1HW

The Companies Act 1985 and 1989

Company Limited By Shares

Articles of Association

COLLINS DEVELOPMENTS LIMITED

- 1 Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
- 2 Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
- 3 Regulation 6 of Table A is incorporated in the Company's Articles save that each share certificate shall be authenticated by the signature of two directors or by a director and secretary of the Company and so signed shall stand as evidence of title of a member to the shares which the certificate specifies to be held by him.
- 4 The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the company allot or agree to allot (whether cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- 5
 - (a) At the date of the adoption of these Articles the share capital of the Company is £10,000 divided into 5,000 'A' Shares and 5,000 'B' Shares of £1 each. The shares of the said classes shall rank 'pari passu' as one class for participation in the profits and assets of the Company and in all other respects save as expressly provided in these Articles.
 - (b) Except with such separate consent or sanction of the holders of the 'A' Shares and 'B' Shares for the time being issued as is prescribed by Section 125(2) of the Companies Act 1985, all shares for the time being unissued, whether in the original or any increased capital of the Company, shall consist of further 'A' Shares and 'B' Shares to be offered in the first instance for subscription by the holders of the issued shares of those classes, pro rata to the number of shares of the same class then held by them respectively.
- 6
 - (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
 - (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on 200- unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.
 - (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

- (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they consider most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner herein before provided.
 - (b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.
- 8 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) called or payable at a fixed time in respect of that share and the company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.
- 9 Regulation 23 shall be amended with the result that in addition to the Directors of the Company, the Company Secretary shall also have authority to approve the transfer of shares in the Company.
- 10 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.
- 11 In accordance with Section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
- 12 In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."
- 13 Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.
- 14 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.

- 15 No person other than a Director retiring by rotation shall be elected 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 of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.
- 16 A Director shall not be required to hold any share qualification, but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.
- 17 On any capitalisation of profits or reserves pursuant to Regulation 110 of Table A, any new shares issued credited as fully paid-up shall consist of 'A' Shares to be allotted to the holders of 'A' Shares and 'B' Shares to be allotted to the holders of 'B' Shares pro rata to the number of shares of those classes held by them respectively.

NAMES AND ADDRESSES OF SUBSCRIBER

Name and Address	Share Class	Shares Held
Helen Marie Collins 156 Blinco Grove Cambridge CB1 7TT	<i>Helen Collins</i> £1 Ordinary 'A' Shares	500

Dated 23rd September 2003

Witness to the above Signature

Mrs E A Hooley
10 Wellington Street
Cambridge
CB1 1HW

E. A. Hooley