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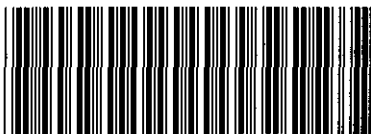
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4955870

The Registrar of Companies for England and Wales hereby certifies that
HALLCO 965 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 6th November 2003



N04955870P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

HALLCO 965 LIMITED

I, SOPHIE BROOKES

of HALLIWELL LANDAU

† 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

Sophie Brookes

Declared at

ST JAMES'S COURT, BROWN STREET, MANCHESTER M2 2JF

Day Month Year

On

20 10 2003

① Please print name.

before me ①

MATTHEW MORGAN

Signed

MM

Date

20/10/03

† A Commissioner of the High Court 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.

Halliwell Landau

St James's Court,, Brown Street,, Manchester, M2 2JF

Tel 0161 835 3003

DX number 14317

DX exchange Manchester 1

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



A32
COMPANIES HOUSE

0090
06/11/03

ode

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

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

Company Name in full

HALLCO 965 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

ST JAMES'S COURT

BROWN STREET

Post town MANCHESTER

County / Region GREATER MANCHESTER

Postcode M2 2JF

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 HALLIWELL LANDAU

Address ST JAMES'S COURT

BROWN STREET

Post town MANCHESTER

County / Region GREATER MANCHESTER

Postcode M2 2JF

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.

Halliwell Landau
St James's Court, Brown Street, Manchester M2 2JF

DX number 14317

Tel 0161 835 3003

DX exchange Manchester 1

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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



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COMPANIES HOUSE 06/11/03

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Company Secretary (see notes 1-5)

Company name HALLCO 965 LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

HL SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

ST JAMES'S COURT

BROWN STREET

Post town

MANCHESTER

County / Region

GREATER MANCHESTER

Postcode

M2 2JF

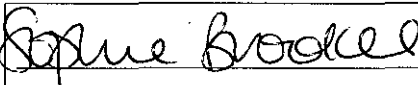
Country

ENGLAND

†† 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.

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

Consent signature



Date

20/01/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

HL DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address ††

ST JAMES'S COURT

BROWN STREET

Post town

MANCHESTER

County / Region

GREATER MANCHESTER

Postcode

M2 2JF

Country

ENGLAND

†† 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.

Day Month Year

Date of birth

Nationality

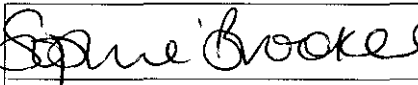
Business occupation

CORPORATE BODY

Other directorships

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

Consent signature



Date

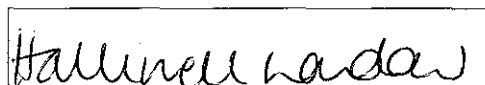
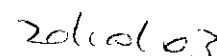
20/01/03

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>
Forename(s)		<input type="text"/>			
Surname		<input type="text"/>			
Previous forename(s)		<input type="text"/>			
Previous surname(s)		<input type="text"/>			
Address ††		<input type="text"/>			
<input type="checkbox"/>		<input type="text"/>			
Post town		<input type="text"/>			
County / Region		<input type="text"/>	Postcode	<input type="text"/>	
Country		<input type="text"/>			
Date of birth		<input type="text"/>	<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****Signed****Date****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.

PRELIMINARY

1. (A) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) (hereinafter referred to as 'Table A') shall apply to the Company save in so far as they are excluded or modified by these Articles and such regulations (save as so excluded or modified) and the following Articles shall be the articles of association of the Company.

SHARES

2. (A) Subject to the Act the directors have general and unconditional authority to offer, allot, grant options over or otherwise deal with or dispose of any unissued shares of the Company, to such persons, at such times and generally on such terms and in the manner as they think fit save that no share may be issued at a discount.
 - (B) (i) The directors are generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise all powers of the Company to allot relevant securities (as defined in section 80) provided that the aggregate nominal value of such relevant securities allotted pursuant to this authority shall not exceed the amount of the authorised but as yet unissued share capital of the Company at the date of incorporation of the Company.
 - (ii) The authority to allot relevant securities conferred by Article 2(B)(i) shall expire on the fifth anniversary of the date of incorporation of the Company. The authority hereby given may at any time (subject to the said section 80) be renewed, varied or revoked by ordinary resolution of the Company in general meeting.
 - (iii) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such an offer or agreement would or may require the allotment of relevant securities after the expiration of such authority, and accordingly, the directors may at any time allot any relevant securities in pursuance of such an offer or agreement.
 - (iv) In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) of the Company.
3. In regulation 8 of Table A the words " not being a fully paid share" shall be omitted. The Company shall have a first and paramount lien on every share (whether or not fully paid), standing 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 two or more joint holders) for all moneys owing by him or his estate to the Company (whether or not presently payable). The liability of any member in default in respect of a call shall be increased by the addition of the words "and all expenses that may have been incurred by the Company by reason of such non-payment" at the end of the first

sentence of regulation 18 of Table A.

TRANSFERS

4. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully paid share or a share on which the Company has a lien, Regulation 24 of Table A shall not apply.

GENERAL MEETINGS AND RESOLUTIONS

5. (A) Regulation 37 of Table A is modified by the deletion of the words "eight weeks" and the substitution for them of the words "[twenty one] days".

An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution must be called by at least 21 clear days' notice. All other extraordinary general meetings must be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

- (i) in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote at that meeting; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being (a) a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or (b) if no such elective resolution is in force, a majority together holding not less than 95 percent in nominal value of the shares giving that right.

The first two sentences of regulation 38 of Table A shall not apply.

- (C) If a meeting is adjourned under regulation 41 of Table A because a quorum is not present, and at the adjourned meeting a quorum is not present within half an hour from the time appointed for that adjourned meeting, the holders then present shall form a quorum and regulation 41 of Table A shall be modified accordingly.
- (D) It is not necessary to give any notice of an adjourned meeting. The last two sentences of regulation 45 shall be modified accordingly.
- (E) Regulation 50 of Table A shall not apply.
- (F) Regulation 53 of Table A is modified by the addition at the end of the following sentence:-

"If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly".

(G) If for so long as the Company has only one member:-

- (i) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and regulation 40 of Table A is modified accordingly;
- (ii) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly;
- (iii) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles; and
- (iv) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).

VOTES

6. (A) Regulation 57 of Table A is modified by the inclusion after the word "shall" of the phrase "unless the directors otherwise determine".
- (B) Regulation 59 of Table A is modified by the addition at the end of the following sentence:
- "Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it".*
- (C) An instrument appointing a proxy must be in writing in any usual form or in any other form which the directors may approve and must be executed by or on behalf of the appointor. Regulations 60 and 61 of Table A shall not apply.

DIRECTORS

- 7 (A) Unless and until the Company in general meeting shall otherwise determine, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number of directors shall be one. Regulation 64 of Table A shall not apply.
- (B) A director may appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director. That person need not be approved by resolution of the directors and regulation 65 is modified accordingly.
- (C) Regulation 72 is modified by the addition at the end of the regulation of the following sentence:-
- "Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been*

delegated by the directors to a committee, the provision must be construed as permitting the exercise of the power, authority or discretion by the committee.

- (D) The directors of the Company shall not be required to retire by rotation and regulations 73 to 78 (inclusive) and regulation 80 of Table A shall not apply and reference in regulations 67 and 84 to retirement by rotation must be disregarded.
- (E) The Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either as an additional director or to fill a vacant position.
- (F) A person appointed by the directors to fill a vacancy or as an additional director is not required to retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A are deleted.
- (G) Where as the result of the death of a sole member of the Company the Company has no members and no directors the personal representatives of the deceased member shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to Article 7(E).
- (H) Regulation 88 of Table A is modified by the exclusion of the third sentence and the substitution for it of the following sentences:

"Every director must receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively. Regulation 88 of Table A shall be further modified by the exclusion of the fifth sentence.
- (I) A director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting then is.
- (J) If and for so long as there is a sole director of the Company:-

- (i) he may exercise all the powers conferred on the directors by the articles by any means permitted by the articles or the Act;
- (ii) for the purpose of regulation 89 of Table A the quorum for the transaction of business is one;
- (iii) regulations 88, 91 and 93 are excluded; and
- (iv) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).

Regulation 90 of Table A shall not apply.

- (K) Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act, a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. The director must be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote must be counted. Regulations 94 to 98 (inclusive) of Table A shall not apply.

INDEMNITY

9. Subject to the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled, every director, secretary or alternate director of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in or about the proper execution and discharge of the duties of his office or the proper exercise of his powers, authorities and discretions. Regulation 118 of Table A shall not apply.

NAMES AND ADDRESSES OF SUBSCRIBERS

HL SECRETARIES LIMITED

St James's Court
Brown Street
Manchester
M2 2JF

Sophie Brookes

HL DIRECTORS LIMITED

St James's Court
Brown Street
Manchester
M2 2JF

Sophie Brookes

Dated *2d 10/* 2003

Witness to the above Signature: *WMA*

WMA

St James's Court
Brown Street
Manchester
M2 2JF

Company Number:



050466
050466

237848

THE COMPANIES ACT 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of

HALLCO 965 LIMITED



A32
COMPANIES HOUSE

0089
06/11/03

1. The Company's name is "HALLCO 965 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 business as a general commercial company.
 - (B) To carry on any other trade or business which may seem to the company and its directors to be advantageous and to directly or indirectly to enhance all or any of the business of the Company.
 - (C) To take on lease or in exchange or purchase, hire or otherwise acquire and hold for any estate or interest any buildings, lands, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery and plant or personal property of any kind deemed convenient or necessary or in connection with the Company's business or any subsidiary thereof-
 - (D) To undertake and secure any part or whole of the business, its assets and goodwill of any company, firm or person trading or proposing to trade in any activity which the Company is authorised to carry on or propose to carry on and as part of the consideration for such purchase to undertake all or any of the liabilities of such company, firm or person, or to acquire an interest in, combine with, or enter into any arrangement for profit sharing, or for co-operation, or for mutual assistance with any such company, firm or person or for subsidising or otherwise aiding any such company, firm or person and to accept or give, by way of consideration for any of the acts or things aforesaid or property acquired, any securities, debentures, debenture stock or shares that may be agreed upon, and to retain and hold or mortgage, sell, and deal with any securities, debentures, debenture stock or shares so received.
 - (E) To sell, charge, mortgage, construct, repair, improve, develop, exchange, let on, lease, grant privileges, options, rights and licenses in respect of all or any part of the property of the Company.
 - (F) To hold or otherwise deal with any investments made for the Company and

as may be necessary and to be determined, to invest moneys not immediately required by the Company.

- (G) To grant credit, loans or advances on such terms as may be appropriate with or without security to clients and others, to enter into indemnity, contracts or guarantees and suretyships of all kinds, to receive money on loan or deposit or otherwise upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of an obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.
- (H) To raise and borrow money by any method and to secure the payment of any money borrowed, raised or owing as the Company shall think fit for the purposes of or in connection with the Company's business.
- (I) To issue discount, accept, draw and negotiate cheques, bills of exchange, bills of lading, warrants, debentures, promissory notes and other negotiable or transferable instruments.
- (J) To purchase, take, subscribe for or otherwise obtain and retain shares or other securities or interests in any other company having objects similar or identical to those of the Company or carrying on any businesses capable of being carried on so as to directly or indirectly benefit the Company or increase the value of its property and manage, co-ordinate and finance the businesses and operations of any organisation in which the Company holds any such interest.
- (K) To dispose of or sell the entire or any part of the property or business of the Company, either in portions or together for such consideration as the Company may think fit, especially for securities, debentures or shares of any company purchasing the same.
- (L) To act as brokers, agents or trustees for any company, firm or person and to undertake and perform sub-contracts.
- (M) To pay any company, firm or person supplying services to the Company either by cash payment or by the allotment to him/her or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be deemed appropriate.
- (N) To assign to the Members of the Company in kind any assets of the Company whatsoever.
- (O) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their

dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (P) To co-ordinate, manage, finance, control or otherwise aid any company or companies in which the Company has any interest, whatsoever, to provide consultative, managerial, administrative, technical, commercial and services of all kinds for any such company or companies and to make payments by way of subsidy or otherwise and any other arrangements which may be deemed desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (Q) To amalgamate with any other company for the purpose of purchasing the whole or any part of the property, undertaking or business or any of the liabilities of the Company, or of undertaking any business 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 .
- (R) To comply with and be dependant to the provisions (in so far as they are relevant) of Sections 155 to 158 inclusive of the Act and to supply both directly and indirectly any form of financial aid as defined in Section 152(1)(a) for any reason as defined in Section 151(1) and/or Section 151(2) of the said Act.
- (S) To secure the Company to be registered or known in any part of the world.
- (T) 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.
- (U) To do all such other things as are incidental or conducive to the above objects or any of them.

AND so that:-

- (1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provision shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision 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.
- (2) The word "Company" in this clause, except where used in reference to the

Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- (3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

We, the Subscribers of the 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 respective names.

NAMES AND ADDRESSEES
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN

HL SECRETARIES LIMITED
St James's Court
Brown Street
Manchester
M2 2JF

Sophie Brooker

ONE

HL DIRECTORS LIMITED
St James's Court
Brown Street
Manchester
M2 2JF

Sophie Brooker

ONE

Dated 20/10/2003

Witness to the above Signature: *W. Allen*

W. Allen
St James's Court
Brown Street
Manchester
M2 2JF