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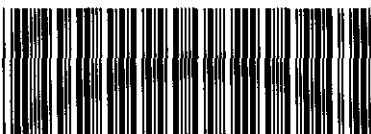
**CERTIFICATE OF INCORPORATION
OF A PRIVATE UNLIMITED COMPANY**

Company No. 4959752

The Registrar of Companies for England and Wales hereby certifies that
SCRUTTON BLAND NOMINEES

is this day incorporated under the Companies Act 1985 as a private
company and that the company is unlimited.

Given at Companies House, Cardiff, the 11th November 2003



N04959752S



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

SCRUTTON BLAND NOMINEES

I, ANDREW STEWART TUBB

of PRETTYS SOLICITORS, ELM HOUSE, 25 ELM STREET, IPSWICH,
SUFFOLK, IP1 2AD

† 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~~ ~~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

AST

Declared at

31.41 Elm Street 1, Ipswich

Day Month Year

On

07 11 2003

● Please print name.

before me ●

RENEA LYNNE PRYKE

Signed

R. Pryke

Date

7.11.03

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor
C. G. M. R. W. M.

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.

Prettys Solicitors
Elm House, 25 Elm Street, Ipswich, Suffolk, IP1 2AD
Ref: AST
Tel (01473) 232121
DX number 3218 DX exchange Ipswich



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**

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

4959752

Company Name in full

SCRUTTON BLAND NOMINEES

Proposed Registered Office

(PO Box numbers only, are not acceptable)

18 SIR ISAAC'S WALK

Post town

COLCHESTER

County / Region

ESSEX

Postcode

CO1 1JL

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

PRETTYS SOLICITORS

Address

ELM HOUSE, 25 ELM STREET

Post town

IPSWICH

County / Region

SUFFOLK

Postcode

IP1 2AD

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.

Prettys Solicitors

Elm House, 25 Elm Street, Ipswich, Suffolk, IP1 2AD

Tel (01473) 232121

DX number 3218

DX exchange Ipswich

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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



A37
COMPANIES HOUSE

0693
08/11/03

Company Secretary (see notes 1-5)

Company name SCRUTTON BLAND NOMINEES

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s) NIGEL

HUTCHINSON

Surname HUTCHINSON

Previous forename(s)

Previous surname(s)

Address ††

GAMEKEEPERS BARN, JOCKEY'S LANE, FRAMSDEN

Post town

WOODBIDGE STOWMARKET

County / Region

SUFFOLK

Postcode

IP14 6LW

Country

ENGLAND

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

Consent signature

Date

7/10/03.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s) JOHN CHARLES

Surname PICKERING

Previous forename(s)

Previous surname(s)

Address ††

CORDONS, WOODHOUSE LANE, FOXHALL

Post town

IPSWICH

County / Region

SUFFOLK

Postcode

IP10 0AB

Country

ENGLAND

Day Month Year

Date of birth

2 | 9 | 0 | 3

1 | 9 | 5 | 3

Nationality

BRITISH

Business occupation

ACCOUNTANT

Other directorships

NONE

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

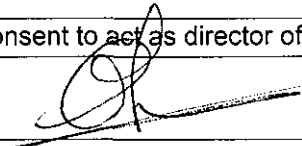
Consent signature

Date

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	ERIC ROBIN		
	Surname	TWINN		
	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 ††	WAYSIDE, CHITTS HILL		
	Post town	COLCHESTER		
	County / Region	ESSEX	Postcode	C03 9SY
	Country	ENGLAND		
	Date of birth	Day 2 5 0 5	Month 1 9 4 6	Nationality BRITISH
	Business occupation	ACCOUNTANT		
	Other directorships	NONE		
	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**

Pretty,

Date

6.11.2003

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:

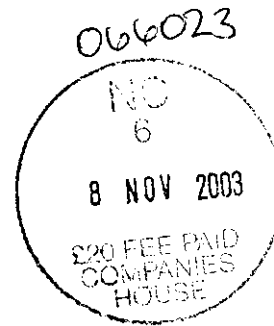
- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was** :
- dormant,
- a parent company which wholly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

The Companies Acts 1985 to 1989
An unlimited company

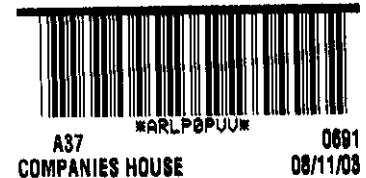
C10715



MEMORANDUM OF ASSOCIATION

of

SCRUTTON BLAND NOMINEES



1. The Company's name is Scrutton Bland Nominees
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (1) To carry on business as a general commercial company.
 - (2) To carry on any trade or business whatsoever.
 - (3) To do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it.
 - (4) To do all such things as the directors consider to be desirable or for the benefit of the Company.
 - (5) To guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary, or a subsidiary undertaking of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including, without limitation its uncalled capital.
 - (6) To give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company.
 - (7) To sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company.
 - (8) To lend and advance money or give credit on any terms and with or without security to any company, firm or person (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary

or subsidiary undertaking of, or any other company associated in any other way with, the Company) to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company, firm or person (including without prejudice to the generality of the foregoing, any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (9) To borrow or raise money in such a manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets, whether present or future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (10) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company, fellow subsidiary or subsidiary undertaking of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any subsidiary, holding Company or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (11) To support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever.
- (12) To act as trustee, personal representative, director or agent of any kind and for any purpose.
- (13) To exercise any power of the Company for any consideration of any kind or for no consideration.

and it is declared that:-

- (1) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;

- (2) each of the above sub-clauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other sub-clause;
- (3) sub-clauses (2) to (13) are without prejudice to the generality of the objects and powers conferred by sub-clause (1) and no sub-clause shall be in any way limited or restricted by reference to or inference from any other sub-clause;
- (4) in this clause:-
 - (1) "assets" includes property, rights and interest of every description, whether present or future, actual or contingent and wherever situate;
 - (2) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interests or right out of or in respect of it;
 - (3) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
 - (4) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

4. The Company's share capital is £100 divided into 100 shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown below opposite our respective names.

NAMES AND ADDRESS OF SUBSCRIBER

Number of Shares

1. Sharon Sarah Gravener
28 Park Road
Ipswich
Suffolk
IP1 3SU

SGravener

One

Witness signature *T. O'Connor*
Witness name..... T. O'CONNOR
Witness address 16, NEW CUT
..... LAYER, DE LA HAYE, COLCHESTER,
..... ESSEX
Witness occupation ACCOUNTANT

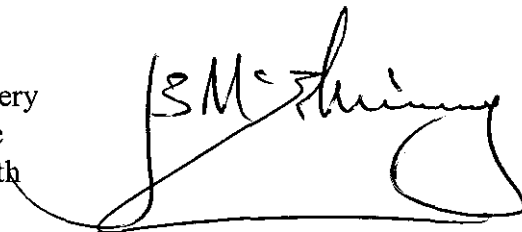
2. Susan Valerie Gull
Hazelmere
Elmsett Road
Whatfield
Ipswich
Suffolk
IP7 6LL

SV Gull


One

Witness signature *L Ratcliffe*
Witness name..... L. RATCLIFFE
Witness address 4 PRIMROSE WAY
..... NEEDHAM MARKET
..... IPSWICH, SUFFOLK
Witness occupation ACCOUNTANT

3. James McElhinney
60 Farriers Close
Martlesham Heath
Ipswich
Suffolk
IP5 3SW



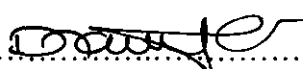
One

Witness signature 
Witness name..... M. L. ROFFEY
Witness address..... 17/19 Museum
Street, Ipswich Suffolk, IP1 1HE
Witness occupation..... office JAL

4. John Charles Pickering
Cordons
Woodhouse Lane
Foxhall
Ipswich
Suffolk
IP10 0AB



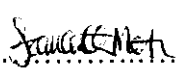
One

Witness signature 
Witness name..... DEBBIE SAWYER
Witness address..... SANDERSON HOUSE
MUSEUM STREET
IPSWICH
Witness occupation..... TRAINING ADMINISTRATOR

5. Andrew Paul Strickland
Amberley
Church Lane
Finningham
Stowmarket
Suffolk
IP14 4JB



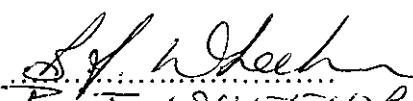
One

Witness signature 
Witness name..... SAMANTHA MARTIN
Witness address..... 6 HEATHFIELDS
EIGHT ASH GREEN
COLCHESTER ESSEX
Witness occupation..... ACCOUNTANT

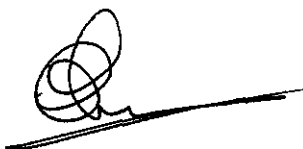
6. Francis Philip Thornton
7 The Ridge
Walton on the Naze
Essex
CO14 8RF



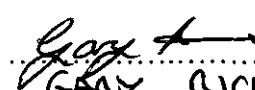
One

Witness signature 
Witness name..... B S WHEELER
Witness address... 8 ALEXANDRA AVE
..... WEST MERSEA
..... CO5 8BQ
Witness occupation... SECRETARY

7. Eric Robin Twinn
Wayside
Chitts Hill
Colchester
Essex CO3 9SY



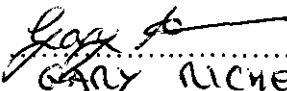
One

Witness signature 
Witness name..... GARY RICHES
Witness address... 26 PRESIDENT ROAD
..... LEXDEN
..... COLCHESTER
Witness occupation INDEPENDENT FINANCIAL ADVISER

8. Nigel Hutchinson
Gamekeepers Barn
Jockey's Lane
Framsden
Suffolk
IP14 6LW



One

Witness signature 
Witness name..... GARY RICHES
Witness address... 26 PRESIDENT ROAD
..... LEXDEN COLCHESTER
Witness occupation INDEPENDENT FINANCIAL ADVISER

STANDARD →

9. Timothy Mulley
8 Corder Road
Ipswich
Suffolk
IP4 2XD



One

Witness signature

Witness name.....

Witness address

.....

Witness occupation

Dated this day of

The Companies Acts 1985 to 1989
An unlimited company

ARTICLES OF ASSOCIATION

of

SCRUTTON BLAND NOMINEES

1. Regulations 3, 32, 34 and 35 of Table A shall also apply to the Company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Company.
2. The words "at least 7 clear days' notice" shall be substituted for the words "at least 14 days' clear notice" in Regulation 38 of Table A.
3. The share capital of the Company is £100.00 divided into 100 shares of £1.00 each.¹
4. The Company may by special resolution:-
 - (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its said existing shares;
 - (c) sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any persons;
 - (e) reduce a share capital and any share premium account in any way.

NAMES AND ADDRESS OF SUBSCRIBER

		Number of Shares
1.	Sharon Sarah Gravener 28 Park Road Ipswich Suffolk IP1 3SU	One

SS Gravener

Witness signature *T O'Connor*
 Witness name *T O'CONNOR*
 Witness address *16 NEW CLK*
LAYER DE LA HAYE, CO. CHESTER
ESSEX
 Witness occupation *ACCOUNTANT*

2.	Susan Valerie Gull Hazelmere Elmsett Road Whatfield Ipswich Suffolk IP7 6LL	One
----	---	-----

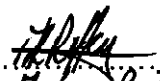
SV Gull

Witness signature *CO*
 Witness name *C. OLIVER*
 Witness address *5 MASEFIELD ROAD*
STONMARKET
SUFFOLK IP14 1TH
 Witness occupation *ACCOUNTANT*

3.	James McElhinnery 60 Farriers Close Martlesham Heath Ipswich	One
----	---	-----

J McElhinnery

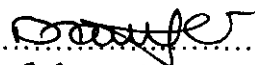
Suffolk
IP5 3SW

Witness signature 
Witness name H. L. ROFFEY
Witness address 17/19 Museum
..... Street, Ipswich, Suffolk
.....
Witness occupation office Jnr
.....

4. John Charles Pickering
Cordons
Woodhouse Lane
Foxhall
Ipswich
Suffolk
IP10 0AB



One

Witness signature 
Witness name DEBBIE SAWYER
Witness address SANDERSON HOUSE
..... MUSEUM STREET
..... IPSWICH
Witness occupation TRAINING ADMINISTRATOR

5. Andrew Paul Strickland
Amberley
Church Lane
Finningham
Stowmarket
Suffolk
IP14 4JB




One

Witness signature J. M. Samuel
Witness name MRS J. M. SAMUEL
Witness address 43 JOHN KENT
..... AVENUE, COLTGATE,
..... COXES ROAD,
Witness occupation SECRETARY

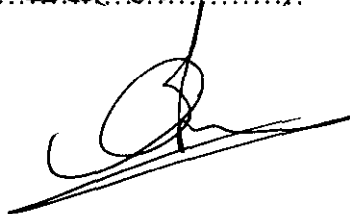
6. Francis Philip Thornton
7 The Ridge
Walton on the Naze
Essex
CO14 8RF




One

Witness signature 
Witness name..... B.J. WHEELER
Witness address 8 ALEXANDRA AVE
..... WEST MERSEA
..... CO5 8RS
Witness occupation SECRETARY

7. Eric Robin Twinn
Wayside
Chitts Hill
Colchester
Essex



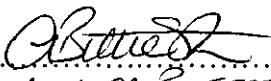
One

Witness signature 
Witness name..... S.M. ALLEN
Witness address 18 SIR ISAAC'S WALK
..... COLCHESTER
..... CO1 1JL
Witness occupation SECRETARY

8. Nigel Hutchinson
Gamekeepers Barn
Jockey's Lane
Framsden
Suffolk
IP14 6LW



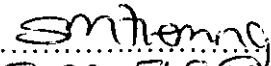
One

Witness signature 
Witness name..... AMANDA R. TRESTON
Witness address 13 TYMMES PLACE
..... HASSETON, WOODBRIDGE
..... SUFFOLK IP13 6TD
Witness occupation IFA ASSISTANT

9. Timothy Mulley
8 Corder Road
Ipswich
Suffolk
IP4 2XD



One

Witness signature 
Witness name S.M. FLEMING
Witness address 228 Old Heath Rd
..... COLCHESTER
..... ESSEX CO2 8AX
Witness occupation Account Handler.

Dated this day of