



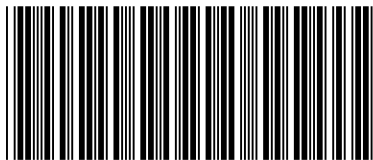
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5025340

The Registrar of Companies for England and Wales hereby certifies that
MCPHILLIPS (HOLDINGS) 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 26th January 2004



N05025340B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

5025340

Company name

MCPHILLIPS (HOLDINGS) LIMITED

I,

PETER MCPHILLIPS

of

DOO NA RAE
18 HARRINGTON HEATH
TELFORD
SHROPSHIRE
UK
TF5 0LE

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution

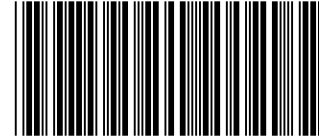


Companies House

— for the record —

10(ef)

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



XOSTWS2W

Received for filing in Electronic Format on the: **26/01/2004**

*Company Name
in full:* **MCPHILLIPS (HOLDINGS) LIMITED**

*Proposed Registered
Office:* **HORTON HOUSE
HORTONWOOD 50
TELFORD
SHROPSHIRE
UNITED KINGDOM
TF1 7FG**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **ADEY JOHN EDWARD**
Agent's Address: **17 WOODTHORPE DRIVE
BEWDLEY
WORCESTERSHIRE
UK
DY12 2RH**

Company Secretary

Name **DAVID COLIN WAUCHOPE**

Address: **80 TILSTOCK CRESCENT
SHREWSBURY
SHROPSHIRE
UK
SY2 6HQ**

Consented to Act: **Y** *Date authorised* **26/01/2004** *Authenticated:* **Y**

Director 1:

Name **PETER FRANCIS JAMES MCPHILLIPS**

Address: **DOO NA RAE
18 HARRINGTON HEATH
TELFORD
SHROPSHIRE
UK
TF5 0LE**

Nationality: **UK**

Business occupation: **COMPANY DIRECTOR**

Date of birth: **15/07/1958**

Consented to Act: **Y** *Date authorised* **26/01/2004** *Authenticated:* **Y**

Other Directorships: **832117 MCPHILLIPS (WELLINGTON) LIMITED
3825268 MCPHILLIPS ESTATES LIMITED**

Director 2:

Name **NICHOLAS PHILIP JOHN MCPHILLIPS**

Address: **THE BRAMBLES
HORTON
TELFORD
SHROPSHIRE
UK
TF6 6DR**

Nationality: **UK**

Business occupation: **COMPANY DIRECTOR**

Date of birth: **05/12/1962**

Consented to Act: **Y** *Date authorised* **26/01/2004** *Authenticated:* **Y**

Other Directorships: **832117 MCPHILLIPS (WELLINGTON) LIMITED
3825268 MCPHILLIPS ESTATES LIMITED**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **26/01/2004** *Authenticated:* **Yes**

THE COMPANIES ACTS 1985 TO 1989

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

McPhillips (Holdings) Limited

1. The name of the Company is McPhillips (Holdings) Limited.
2. The registered office of the Company is situate in England or Wales.
3. The objects for which the Company is established are:
 - 3.1 the object of the Company is to carry on business as a general commercial company;
 - 3.2 to carry on any other business which is in the opinion of the Company's directors capable of being conveniently or profitably carried on in connection with that business or calculated directly or indirectly to enhance the value or render more profitable any of the Company's assets;
 - 3.3 to do all such other things which may seem to the company's directors to be incidental or conducive to the attainment of the objects; and
 - 3.4 without prejudice to the generality of the foregoing the Company shall have power:
 - to carry on its business in any part of the world;
 - to carry on its business alone or in association with any one or more persons (whether natural or legal) or by any one or more subsidiary companies;
 - to pay all expenses and incidental to its formation and the underwriting, placing or issue of its securities;
 - to grant options and other rights over its securities in favour of employees and others;
 - to sell, lease or dispose of for cash or for any other consideration the whole or any part of its undertaking and property;
 - to draw and accept and negotiate negotiable instruments;
 - to borrow money, and guarantee the indebtedness and the performance of the obligations of others (whether or not the Company receives any consideration for or direct or indirect advantage from the giving of any guarantee) and to do so with or without security;
 - to give mortgages and other securities on all or any of its assets including uncalled capital;
 - to lend and invest its monies in such manner as the directors determine;
 - to promote other companies; and
 - to distribute assets in specie to its members.
4. The liability of the members is limited.
5. The Company's share capital is £10,000.00 divided into shares 10,000 shares of £1.00 each.

I, whose name and address are subscribed are desirous of being formed into a company in pursuance of this memorandum of association, and I agree to take the number of shares in the Company's capital set opposite my name.

1 SHARE(S) TAKEN OF McPhillips (Holdings) Limited BY Peter Francis James McPhillips
1 SHARE(S) TAKEN OF McPhillips (Holdings) Limited BY Nicholas Philip John McPhillips

Peter Francis James McPhillips
Doo Na Rae
18 Harrington Heath
Telford
Shropshire
TF5 0LE
UK

Nicholas Philip John McPhillips
The Brambles
Horton
Telford
Shropshire
TF6 6DR
UK

Dated this day of 26/01/2004

ARTICLES OF ASSOCIATION

OF

McPhillips (Holdings) Limited

Preliminary and Interpretation

1. In these articles the following terms shall have the following meaning
 "1985 Act" means the Companies Act 1985.
 "Table A" means Table A in the schedule to the Companies (Tables A to F) Regulations 1985.
- 2.1 Except as mentioned in these articles the regulations contained in or made applicable by Table A shall apply to the Company.
- 2.2 In regulation 1 of Table A between the words "in these regulations" and "the Act" there shall be inserted the words "and in any articles adopting them".
3. Where there is any conflict between these regulations and the provisions of Table A applying to the Company by these regulations, these regulations shall prevail.
4. In regulations 2 and 32 (which are concerned with the issue and alteration of share capital) of Table A the word "ordinary" shall be deleted and the word "special" shall be substituted for it.
5. The lien conferred by regulation 8 of Table A shall be extended to apply to all shares (whether paid or fully paid) registered in the name of any person indebted or under any liability to the Company, whether he or she is the sole registered holder of them or one or two or more joint holders, and shall be extended to the amount of his or her debt or liability.
6. The directors are authorised for five years from the date on which these articles are adopted to exercise the power of the Company generally and without conditions to allot relevant securities (as defined in section 80 of the 1985 Act) to such persons, at such times and on such terms as they think fit.

General Meetings and Resolutions

- 7.1 If the Company has only one Member, that Member present in person, by proxy or other representative shall be a quorum.
- 7.2 Clauses 40 and 41 in Table A shall not apply to the Company.
- 8.1 If the company has only one Member and that Member takes a decision which is required to be taken in General Meeting or by a written resolution, the decision shall be valid as if a General Meeting had taken place. This shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- 8.2 A decision taken by a sole Member subject to paragraph 8.1 above shall be recorded in writing and entered in the Company's Minute Book.

Transfer of Shares

- 9.1 In addition to the powers given by regulation 24 of Table A and subject to clause 9.2 below 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.
- 9.2 The directors shall not be entitled to refuse and must approve any written request by personal representative(s) of a deceased member to be registered as a Member in the Register of Members.

Alternate Directors

10. Any person as is mentioned in clause 65 in Table A, may act as an alternate director for more than one director. An alternate director shall be entitled at any meeting of the directors or a committee of the directors to one vote for every director whom he or she represents in addition to his or her own vote (if any) as a director, but he or she shall count as only one for the purpose of determining whether a quorum is present.

Delegation of Directors' powers

11. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

Appointment and Retirement of Directors

- 12 The directors shall not be subject to retirement by rotation, and accordingly regulations 73, 74 and 75 of Table A shall not apply to the Company, and all other references in Table A to rotation shall be disregarded.
- 13 The whole of regulations 76 and 77 of Table A and words "subject as aforesaid" in clause 78 shall not apply to the Company.

Directors' appointment and interests

- 14 There shall be added the following words before the stop at the end of regulation 96 of Table A: "and the Company may by special resolution ratify any transaction undertaken in breach of any such provisions".

Appointment of Directors

- 15.1 The minimum number of Directors stated in Clause 64 of Table A shall not apply to the Company and there shall be no maximum number of Directors unless determined by Ordinary Resolution in General Meeting.
- 15.2 When the Company has one director that director shall have the authority to exercise all the powers stated by these Articles and granted to Directors generally. Clause 89 of Table A shall be modified accordingly.

Proceedings of Directors

- 16 All directors or any committee of them may participate in a meeting of the director or that committee by a conference telephone, video link and any other communication system which allows all persons participating in the meeting to hear or hear and see each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum. The meeting shall be 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.
- 17 In regulation 88 of Table A the words "the Chairman" shall be deleted and there shall be inserted in its place the words "no person".
- 18 In regulation 93 of Table A after the words "entitled to receive notice of a meeting of directors or of a committee of directors" there shall be added the words "provided that the number is sufficient to satisfy the quorum requirements specified in or under these articles".

Indemnity and Insurance

- 19.1 The indemnity given by regulation 118 of Table A shall be extended to include all liabilities incurred by every director or other officer or auditor of the Company in relation to or in connection with his duties, powers or office and his actual or purported discharge or exercise of them.
- 19.2 Without prejudice to the indemnity given by regulation 118 of Table A the directors may effect insurance for the benefit of any person who is or at any time was a director, other officer, auditor or employee of the company or any of its subsidiaries including insurance against any liability incurred by such person in respect of any act or omission in relation to or in connection with his duties, powers of offices or his actual or purported discharge or exercise of them.

Peter Francis James McPhillips
Doo Na Rae
18 Harrington Heath
Telford
Shropshire
TF5 0LE
UK

Nicholas Philip John McPhillips
The Brambles
Horton
Telford
Shropshire
TF6 6DR
UK

Dated this day of 26/01/2004