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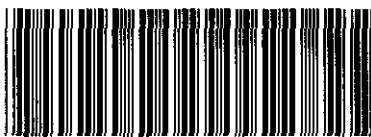
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5028203

The Registrar of Companies for England and Wales hereby certifies that
MAYMASK (7) 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 28th January 2004



N050282037



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

Maymask (7) Limited

I, Amanda Louise Maskery

of SINTON & CO SOLICITORS 5 OSBORNE TERRACE JESMOND
NEWCASTLE UPON TYNE NE2 1SQ

† 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 to be situated or to be registered in the United Kingdom or in
the Channel Islands or in the Isle of Man~~ 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

Amanda Maskery

Declared at

8 PORTLAND TERRACE, NEWCASTLE UPON TYNE

Day Month Year

On

27 01 2004

① Please print name.

before me ①

JIMMY MORRIS O'NEILL

Signed

[Signature]

Date

27/01/04

† 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.

Sinton & Co
5 Osborne Terrace
Newcastle upon Tyne
NE2 1SQ

KS/AM

Tel 0191 2127800

DX number 62551

DX exchange JESMOND

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



A05
COMPANIES HOUSE

0184
28/01/04

Package: 'Laserform'
by Laserform International Ltd.

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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**

5028203
100

Company Name in full

MAYMASK (7) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Sinton & Co

5 Osborne Terrace Jesmond

Post town Newcastle upon Tyne

County / Region TYNE & WEAR

Postcode NE1 8AF

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 SINTON & CO

Address 5 OSBORNE TERRACE

JESMOND

Post town NEWCASTLE UPON TYNE

County / Region TYNE & WEAR

Postcode NE2 1SQ

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.

Sinton & Co
5 Osborne Terrace
Newcastle upon Tyne
NE2 1SQ

Tel 0191 2127800

DX number 62551

DX exchange JESMOND

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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**



A05 *AJPTWS4H* 0188
COMPANIES HOUSE 28/01/04

Company Secretary (see notes 1-5)

Company name MAYMASK (7) LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) OSBORNE SECRETARIES LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

5 OSBORNE TERRACE

JESMOND

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE & WEAR

Postcode

NE2 1SQ

Country

ENGLAND

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

Consent signature

By a Duly Authorised Signatory of
Osborne Secretaries Limited

Date

27.01.04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

OSBORNE DIRECTORS LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

5 OSBORNE TERRACE

JESMOND

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE & WEAR

Postcode

NE2 1SQ

Country

ENGLAND

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

By a Duly Authorised Signatory of
Osborne Directors Limited

Date

27.01.04

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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

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

SINON & Co

Date

27.01.04

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

019872

055634

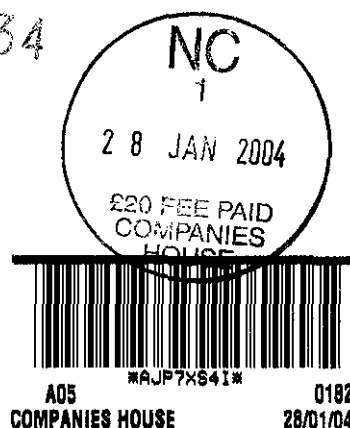
COMPANIES ACT 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MAYMASK (7) LIMITED



1. The name of the Company is "Maymask (7) Limited"
2. The registered office of the Company is to be situate in England and Wales
3. The objects for which the Company is established are:
 - 3.1 to carry on business as a general commercial company;
 - 3.2 to carry on any other business which may in the opinion of the directors be conveniently carried on by the Company;
 - 3.3 to carry out any activity and to effect any transaction whatsoever whether or not that activity is incidental or conducive to the carrying on of any trade or business by the Company;
 - 3.4 to pay all costs charges and expenses incurred in connection with the promotion and establishment of the Company including the cost of advertising commissions for underwriting brokerage printing and stationery;
 - 3.5 to employ brokers commission agents and underwriters upon any issue of shares debentures or other securities of the Company and to provide for the remuneration for their services in cash or by the issue of shares debentures or other securities of the Company or by the grant of options to take the same or in any other manner allowed by law;
 - 3.6 to purchase or otherwise acquire all or any part of the business property assets undertaking and liabilities of any company society partnership or person and to conduct and carry on or liquidate any such business;
 - 3.7 to purchase take on lease or otherwise acquire any estates lands buildings easements or other interests or rights in any property (real or personal) in any part of the world and to use deal with mortgage charge sell let or otherwise dispose of turn to account grant rights licences options and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
 - 3.8 to purchase or otherwise acquire construct equip maintain and adapt any premises and other installations and any plant machinery and other things which may seem necessary or convenient for the purposes of the Company;
 - 3.9 to apply for and take out purchase or otherwise acquire any designs trade marks patents patent rights or inventions copyright or secret processes and to grant licences to use the same;

- 3.10 to manufacture buy sell and generally deal in any plant machinery tools goods or things of any description;
- 3.11 to let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company may determine;
- 3.12 to issue or guarantee the issue of or the payment of interest on the shares debentures debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage commission and underwriting in respect of any such issue;
- 3.13 to draw accept and make and to indorse discount and negotiate bills of exchange and promissory notes and other negotiable instruments;
- 3.14 to receive money on deposit or loan upon any terms at interest or otherwise;
- 3.15 to lend or procure the advance of money or give credit on any terms and for any purpose whatsoever with or without security and to grant mortgages charges securities and encumbrances over all or any of the Company's property or any interest therein and to enter into guarantees indemnities and suretyships of any kind;
- 3.16 to invest the money of the Company in such manner as may be determined;
- 3.17 to acquire by subscription purchase or otherwise and to hold and sell shares or stock in any company society or undertaking;
- 3.18 to provide for the welfare of persons in or formerly in the employment of the Company or its predecessors in business and the dependents of such persons by grants of money the establishment of pension schemes and benevolent scientific national or other institutions or objects which shall have any claims to support or aid from the Company by reason of the nature or locality of its operations or otherwise;
- 3.19 to establish agencies (and local boards) in Great Britain and elsewhere and to regulate and discontinue the same;
- 3.20 to enter into and carry into effect any arrangement for joint working or profit-sharing or for amalgamation with any other company or any partnership or person carrying on business within or calculated to promote the objects of this Company;
- 3.21 to establish promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company;
- 3.22 to acquire controlling or other interests in any company or business and to subsidise control manage finance co-ordinate or otherwise assist any company or business in which the Company may be interested;
- 3.23 to sell lease licence dispose of or transfer the business property and undertaking of the Company or any part thereof for any consideration;
- 3.24 to accept stock or shares in or the debentures or other securities of any other company in payment or part payment for any services rendered or for any

sale made to or debt owing from any such company;

- 3.25 to borrow and raise or secure the payment of money on such terms and in such manner as the Company may think fit;
- 3.26 To give any such financial assistance as is mentioned in Sections 151 to 158 of the Companies Act 1985 (including any re-enactment or modification thereof) provided that the giving of such financial assistance is in accordance with such provisions;
- 3.27 To distribute among the members of the Company in kind any property of the Company of whatsoever nature;
- 3.28 to do all or any of the above things (in any part of the world) either alone or in conjunction with or as factors trustees or agents for any other companies or persons or by or through any factors trustees or agents;
- 3.29 to advance money to any individual or corporation on the security of freehold or leasehold property by way of mortgage or on other security on such terms and conditions as the Company thinks fit;
- 3.30 generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them;

None of the objects in any paragraph of this clause 3 shall be restrictively construed and each and every provision shall be given the widest possible interpretation

- 4. The liability of the members is limited to the amount (if any) unpaid on the shares held by them
- 5. The share capital of the company 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 in the capital of the Company specified opposite our respective names

Names, Addresses and Descriptions of
Subscribers

Number of Shares taken by each
Subscribers

Osborne Directors Limited
5 Osborne Terrace
Jesmond
Newcastle Upon Tyne
NE2 1SQ

One

Signed: *Kenner Sumner*

An Authorised Signatory of Osborne Directors Limited

Date: *27 January 2004*

Total shares taken

One

Witness to the above signatures:

Signature *A. Maskey*

Print Name *AMANDA MASKEY*

Address *Simon & Co*
5 Osborne Terrace
Jesmond
Newcastle NE2 1SQ

Occupation *Solicitor*

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF MAYMASK (7) LIMITED

INTERPRETATION

In these regulations:

"Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (S1 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S1 1985 No 1052)

Unless the context requires otherwise words or expressions in these regulations have the same meaning as in Table A

PRELIMINARY

1. The regulations in Table A apply to the Company except insofar as they are excluded or varied by these regulations

SHARE CAPITAL

2. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each

ALLOTMENT OF SHARES

3. *The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time during the period of five years from the date of incorporation and the directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to Section 80) be renewed revoked or varied by ordinary resolution of the Company in general meeting*

TRANSFER OF SHARES

4. The directors may in their absolute discretion and without assigning any reason therefore decline to register the transfer of a share whether or not it is a fully paid share and the first sentence of regulation 24 of Table A shall not apply to the Company

LIEN ON SHARES

5. (a) The lien conferred by regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share
- (b) In regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other monies or property attributable to it" and the same words will be substituted in regulation 19 of Table A for the words "all distributions or other monies payable in respect of the forfeited shares"

NON-PAYMENT OF CALLS

6. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of Table A of the words "and all costs and expenses that may have been incurred by the Company by reason of such non-payment"

NOTICES OF GENERAL MEETINGS

7. A notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors of the Company

QUORUM AT GENERAL MEETINGS

8. (a) No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum
- (b) If a quorum is not present within half an hour from the time appointed for the start of a general meeting the meeting shall be adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for its start such adjourned meeting shall be dissolved
- (c) Regulation 41 of Table A shall not apply to the Company
- (d) At any time when the Company has only one member that member present in person or by proxy shall constitute a quorum. Regulation 40 of Table A shall be modified accordingly

NUMBER OF DIRECTORS

9. (a) The maximum number and the minimum number of directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one a sole director shall have authority to exercise all the powers and discretions vested in the directors generally and regulation 89 of Table A (which relates to the quorum at board meetings) is modified accordingly
- (b) Regulation 64 of Table A shall not apply to the Company

APPOINTMENT OF DIRECTORS

10. (a) No person shall be appointed a director at any general meeting unless either:
- (i) he is recommended by the directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment together with notice signed by that person of his willingness to be appointed
- (b) The Company may subject to paragraph (a) above by ordinary resolution appoint any person who is willing to act to be a director either to fill a vacancy or as an additional director
- (c) The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number determined in accordance with regulation 9 as to the maximum number of directors

RETIREMENT OF DIRECTORS

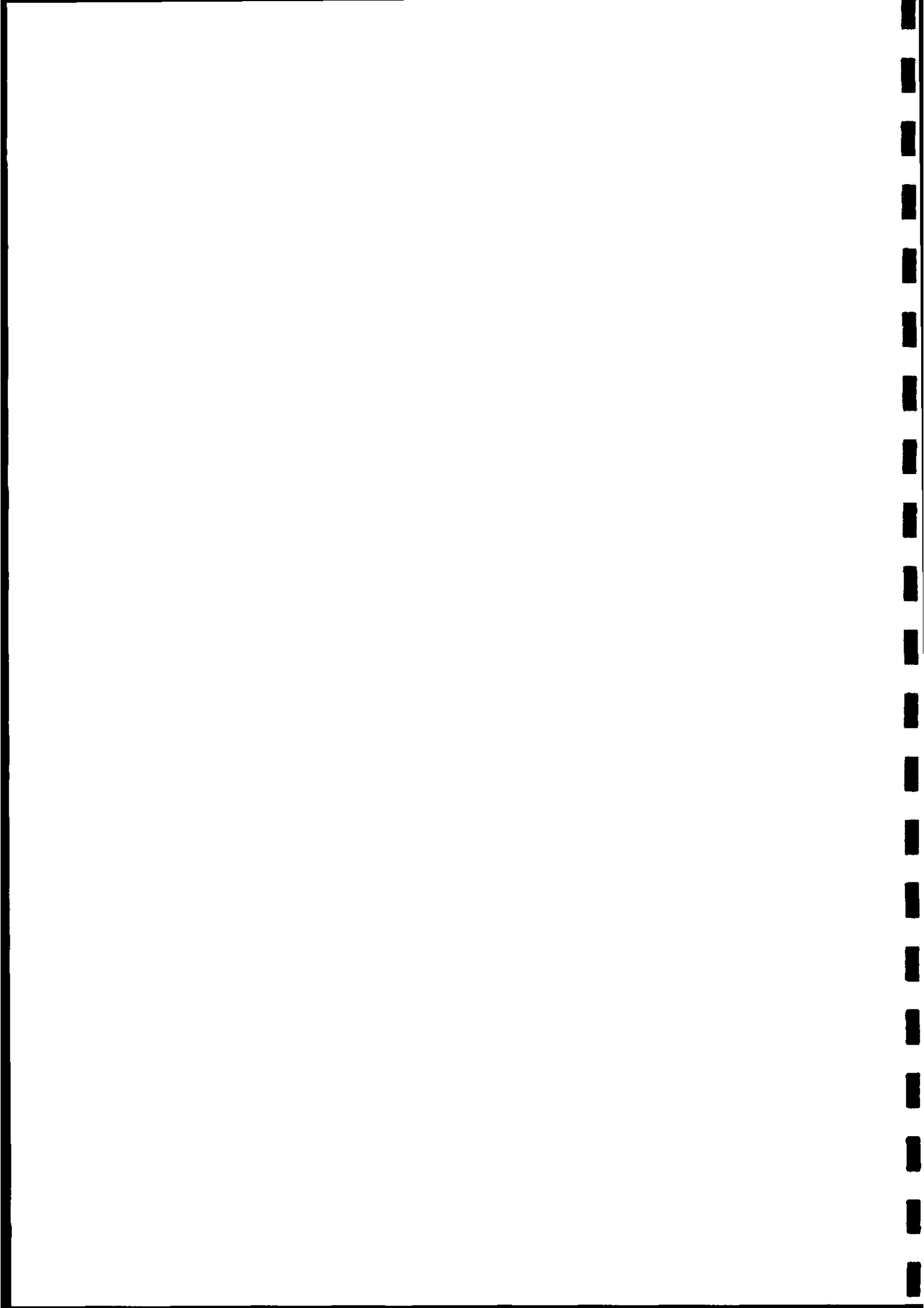
11. The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply

PROCEEDINGS OF DIRECTORS

12. Notice of every meeting of the directors shall be given to each director at any address supplied by him to the Company for that purpose provided that any director may waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him

DIRECTORS' BORROWING POWERS

13. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to mortgage or charge its undertaking property and uncalled capital and to issue debentures and other securities whether as primary or collateral security for any debt liability or obligation of the Company any subsidiary or holding company or any third



party and to issue notes bonds and other obligations of the Company either for cash or as consideration for the acquisition of assets other than cash

ALTERNATE DIRECTORS

14. (a) Any director (other than an alternate director) may appoint any other director or any other person willing to act to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply to the Company
- (b) An alternate director shall not be entitled as such to receive any remuneration from the Company save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall be modified accordingly
- (c) 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 but he shall count as only one for the purpose of determining whether a quorum is present

GRATUITIES AND PENSIONS

15. (a) The directors may exercise the powers of the Company conferred by Clause 3.18 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
- (b) Regulation 87 of Table A shall not apply to the Company

DIRECTORS' INTERESTS IN TRANSACTIONS

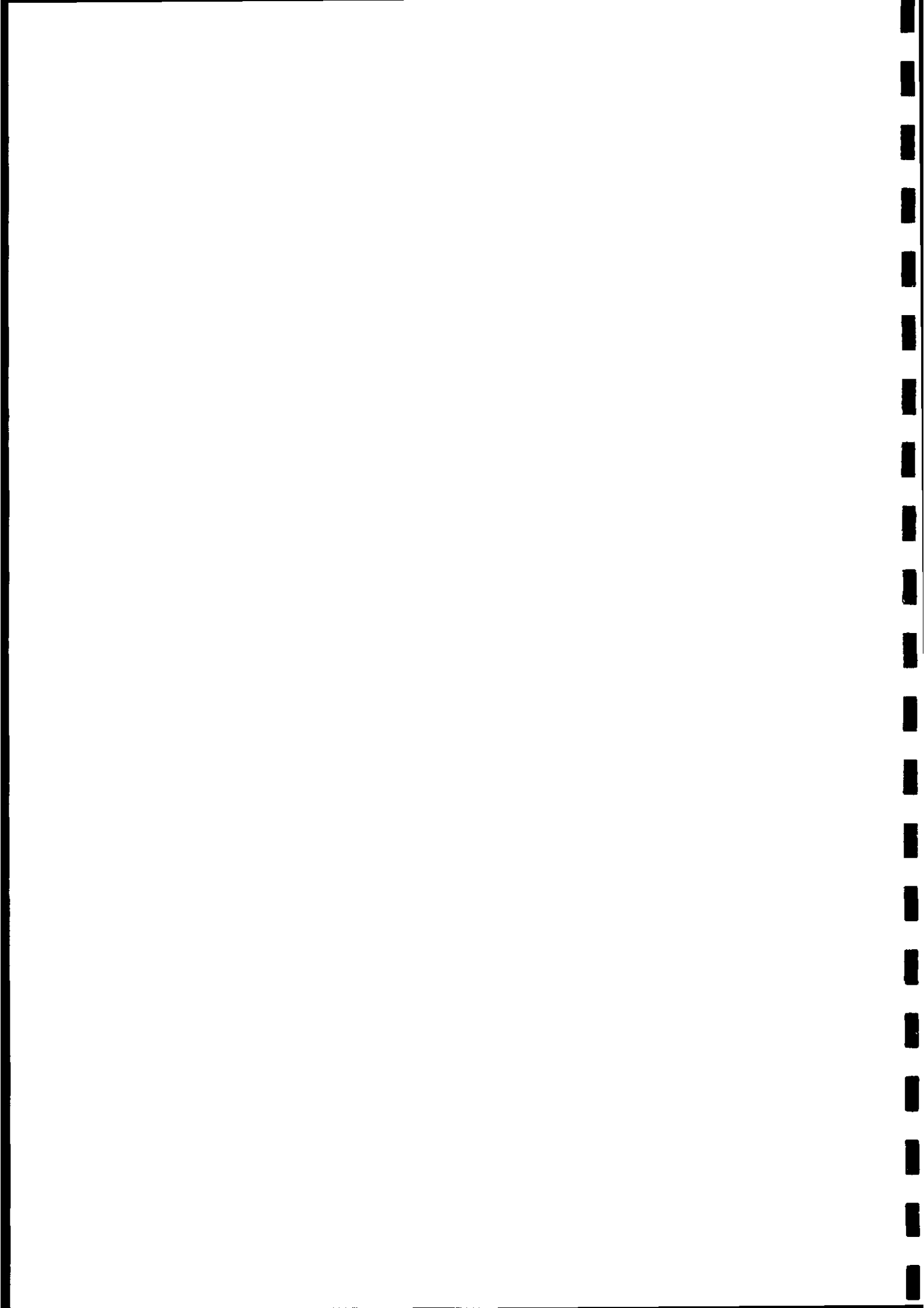
16. (a) A director may vote at any meeting of the directors (or of any committee of the directors) on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest or duty. If he does so vote his vote shall be counted and (whether or not he votes) he may be counted as part of the quorum present at the meeting
- (b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company
- (c) If at any time when the Company has only one member it shall enter into a contract with that member (other than a contract entered into in the ordinary course of the Company's business) at a time when the sole member is also a director of the Company the terms of that contract shall unless the contract is in writing be set out in a written memorandum or recorded in the minutes of the first meeting of the directors of the Company following the making of the contract
- (d) Failure to comply with paragraph (c) above shall not affect the validity of any contract referred to in that paragraph and no person dealing with the Company shall be concerned to inquire as to whether any provision of that paragraph has been complied with

COMPANY SEAL

17. (a) If the Company has a seal it shall not be affixed to any instrument except by the authority of a resolution of the directors or a committee of directors and except in the presence of two directors or one director and the Company Secretary
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and those powers shall be vested in the directors

INDEMNITY

18. The directors may purchase and maintain for any director officer or auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act



Names and Addresses of Subscribers**Number of Shares taken by each**

Osborne Directors Limited
5 Osborne Terrace
Jesmond
Newcastle Upon Tyne
NE2 1SQ

One

Signed: *Karen Summ*

An Authorised Signatory of Osborne Directors Limited

Date:

27 January 2004

Total shares taken

One

Witness to the above signature:

Signature *A. Maskely*

Print Name *AMANDA MASKELY*

Address *Sinton & Co*
5 Osborne Terrace
Jesmond
Newcastle NE2 1SQ

Occupation *Solicitor*