

FILE COPY



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

Company No. 5092746

The Registrar of Companies for England and Wales hereby certifies that  
MIDAS PROPERTY SERVICES (MK) 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 April 2004



\*N05092746K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

HC007B



# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

MIDAS PROPERTY SERVICES (MK) LTD.

I,

JAMES ROBERT WILCOX

of

MIDAS PROPERTY SERVICES (M.K.) LTD.

† 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

*J Wilcox*

Declared at

MILTON KEYNES.

Day Month Year

On

25 03 2004

• Please print name.

before me •

ALAN AIR GROVES BROOKS.

Signed

*Alan Groves Brooks*

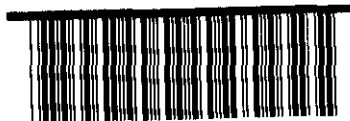
Date

25/3/2004

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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.

CITY LAW LTD, WITAN COURT, 305  
UPPER GURTH ST, MILTON KEYNES  
Tel 01908-676567.  
DX number 54478 DX exchange MILTON KEYNES.



A48  
COMPANIES HOUSE

0064  
31/03/04

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  
or LP - 4 Edinburgh 2



# 10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

MIDAS PROPERTY SERVICES (MK) LTD.

Proposed Registered Office

(PO Box numbers only, are not acceptable)

4 CLARENCE HOUSE

152 NORTH ROW

Post town

CENTRAL MILTON KEYNES

County / Region

BUCKS.

Postcode

MK9 1AY

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

NONE

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  
searchers of the public record.

MRS. J. WRIGHT (DIRECTOR)

4 CLARENCE HOUSE, 152 NORTH ROW.

MILTON KEYNES Tel 01908-691330

DX number

DX exchange



A48  
COMPANIES HOUSE  
v 08/02

0063  
31/03/04

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  
or LP - 4 Edinburgh 2

## Directors (see notes 1-5)

Please list directors in alphabetical order

\* Voluntary details

†† 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.

NAME \*Style / Title

MRS.

\*Honours etc

Forename(s)

JOAN MONICA

Surname

WRIGHT

Previous forename(s)

Previous surname(s)

NASH

Address ††

THE MANOR HOUSE

44 NEWPORT RD. WOOLSTONES

Post town

MILTON KEYNES

County / Region

BUCKS.

Postcode

MK15 0AA

Country

UNITED KINGDOM

Day Month Year

Date of birth

29 07 1954

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR + SECRETARY

Other directorships

MIDAS PROPERTY SERVICES (RESIDENTIAL) LTD.

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

Consent signature

J Wright

Date

28/3/2004

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

J Wright

Date

28/3/2004

Signed

J Wright

Date

28/3/2004

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

**Company Secretary** (see notes 1-5)

Company name		MIDAS PROPERTY SERVICES (M.K.) LTD.	
NAME	*Style / Title	MRS.	*Honours etc
Forename(s)		JOAN. MONICA	
Surname		WRIGHT	
Previous forename(s)			
Previous surname(s)		NASH.	
Address **		THE MANOR HOUSE	
		44 NEWPORT RD. WOOLSTONES.	
Post town		MILTON KEYNES.	
County / Region		BUCKS.	Postcode MK15 0AA
Country		UNITED KINGDOM	

†† 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

S Wright

Date

23/3/2004

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title		MR.		*Honours etc	
Forename(s)		JAMES ROBERT					
Surname		WILCOX					
Previous forename(s)							
Previous surname(s)							
Address **		20 HATCHLANDS, GREAT HOLM					
		MILTON KEYNES.					
Post town							
County / Region		BUCKS.		Postcode		MK8 9DN.	
Country		UNITED KINGDOM					

†† 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

15 01 1962

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

THE MORTGAGE PARTNERSHIP (MK) LTD. CLEAN BURN LTD.  
REID + CO. MORTGAGE SERVICES LTD.  
MIDAS PROPERTY SERVICES (RESIDENTIAL) LTD.

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

Consent signature

J Wilcox

Date

23/3/2004

003923

5092746100025

## COMPANIES ACT 1985

## PRIVATE COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION OF

MIDAS PROPERTY SERVICES (MK)1. The Company's name is MIDAS PROPERTY SERVICES(MK) LIMITED.

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-

(a)(1) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: manufacturers, importers, exporters, agents, dealers (both wholesale or retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehouse; storage contractors, shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of companies, corporations, firms or persons, builders; scaffolders; contractors; painters, plasterers, carpenters, decorators, plumbers, heating and ventilation engineers, refrigeration engineers, specialist and contractors, bricklayers, painters, shuttering manufacturers and erectors, joiners, public works contractors, electricians, shop front fitters, builders and decorators merchants, civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; taxi proprietors and operators; travel agents; tour operators; proprietors of vehicles and vessels of all kinds; transport and haulage contractors; general engineers; tool makers; booking agents; for and managers of, theatres, cinemas, and all kinds of sporting events and entertainments, turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in food and provisions of all types, wine and spirit merchants; butchers, grocers, greengrocers; fishmongers; poultry merchants, farmers, florists, horticulturists, bakers, confectioners; tobacconists; ironmongers; hardware merchants; dealers in plastics of all kinds; antique dealer; furniture dealers and manufacturers; leather and fancy goods dealers, jewellers, radio and television rental, retail, repairers and dealers; electrical goods retailers, dealers and repairers; toys, games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipment; film producers, textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers and repairers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists, medical or veterinary researchers and service providers, printers, publishers, stationers, advertising and publicity agents, public relation agents, consultants, business transfer agents, employment agencies, computer operators, programmers and dealers, markets research specialists, business advisers, mail order specialists, dyers and cleaners, proprietors of launderettes, excavation and demolition contractors, plant hirers, scrap iron

and waste merchants, and carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

(2) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

(3) To purchase or, by any other means, acquire freehold, leasehold or any other property for any estate or interest whatsoever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(4) to apply for, register or by other means acquire any patents, patent rights, brevet d'invention, licenses, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licenses or privileges thereof or otherwise turn the same to the advantage of the Company.

(5) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situated on the property of the Company.

(b) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors, be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means, acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(d) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licenses, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(f) To invest and deal with the moneys of the Company not immediately required in such a

manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of 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 person, firm or company (including without prejudice to the generality of the foregoing of any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it.

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(j) To apply for, promote and obtain any Act of Parliament, order, or license of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may appear calculated to directly or indirectly to promote the Company's interest and to oppose any proceedings or applications which may appear calculated directly or indirectly to reduce the Company's interests.

(k) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may appear conducive to the attainment of the Company's objects or of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.

(l) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities or all kinds



for any such company and to make payments by way of subvention or otherwise and any other arrangements which may appear desirable with respect to any business or operations of or generally with respect to any such company or companies.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may seem likely to assist or benefit or guarantee the placing of, underwrite, subscribe property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or part of the shares or securities of any such company as aforesaid.

(o) To sell or otherwise dispose of the whole of any of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payments 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 thought expedient.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription or any shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or Employees, or may be connected with the town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of or who are or have been employees or who are or who have served the Company or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow or fellow subsidiary company and to the wives, widows, children and other relatives and dependents; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(t) Subject to and in accordance with a due compliance with the provisions of sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as in Section 151(1) and/or Section 152(2) of the Act.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To all or any of the things or matters aforesaid in any part of the world and either alone or in conjunction with others.

(x) To do all other things as may be deemed incidental or conducive to the attainment of the Company's objects or any part of them.

AND so that:-

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

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.



(3) 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 domiciled in the United Kingdom or elsewhere.

(4) In this clause, the expression "The Act" means the Companies Act 1985 but so that any reference in this Clause to any provisions 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.

(5) The liability of the Members is limited.

(6) 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 opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber	Signatures of Subscribers
JAMES ROBERT WILCOX 20 HATCHLANDS GREAT HOLM MILTON KEYNES. M-K 8 9 DN.	1	
JOAN MONICA WRIGHT THE MANOR HOUSE 44 NEWPORT RD. WOOLSTONES MILTON KEYNES. M-K 15 0 AA	1	

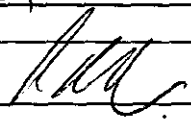
Dated this 25<sup>th</sup> March 2004

Witness to the above signatures:-

Witness signature

Witness name

Witness address

  
\_\_\_\_\_  
PHILIP REVITT

\_\_\_\_\_  
32 BOWLAND DRIVE

\_\_\_\_\_  
EMERSON VALLEY.

\_\_\_\_\_  
MILTON KEYNES

\_\_\_\_\_  
MK. 4 2 DN.

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION OF**

MIDAS PROPERTY SERVICES (M K) Limited

**PRELIMINARY**

1.(a) The regulations contained in 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) (Amendments) Regulations 1985 (S1 1985 No. 1052) (such table being hereafter called ("Table A")) shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "The Act" means the Companies Act 1985, but so that any reference in these Articles to any provisions 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.

**ALLOTMENT OF SHARES**

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant option over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportions aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any share not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such a manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have the effect subject to

Section 80 of the Act.

(c) 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 the Company.

(d) The Directors are generally and unconditionally authorised for the purpose 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 or times 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 the said Section 80) be renewed, revoked or varied by the Ordinary Resolution of the Company in General Meeting.

### **SHARES**

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares 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 person indebted or under liability to the Company, whether he/she shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company, Clause 8 in Table A shall be modified accordingly.

4. 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 Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

### **GENERAL MEETINGS AND RESOLUTIONS**

5. Every 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 for the time being of the Company.

6.(a) If a quorum is not present within one hour from the time appointed for a General Meeting, the General meeting shall stand 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 one hour from the time appointed therefore such adjourned General Meeting shall be dissolved.

(b) Clause 41 in Table A shall not apply to the Company.

### **APPOINTMENT OF DIRECTORS**

7.(a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively 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. Whensoever the minimum number of the Directors shall be one, a sole Director shall have the authority to exercise all the powers and discretions conferred by table A and by these Articles expressed to be vested in the Directors generally and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) 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.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) 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 paragraph (b) above as the maximum number of Directors and for the time being in force.

### **BORROWING POWERS**

8. The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such a manner as they think fit and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **ALTERNATE DIRECTORS**

9.(a) An alternate Director shall not be entitled as such to receive remuneration from the Company, save that he/she may be paid by the Company such (if any) of the remuneration otherwise payable to his/her appointor as such appointor may by notice in writing to the Company from time to time direct and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for

every Director whom he/she represents in addition to his own vote (if any) as a Director, but he/she shall count as only one for the purpose of determining whether a quorum is present.

#### **DISQUALIFICATION OF DIRECTORS**

10. The office of a Director shall be vacated if he/she becomes incapable by reason of illness or injury of managing and administering his property and affairs and Clause 81 in Table A shall be modified accordingly.

#### **GRATUITIES AND PENSIONS**

11.(a) The Directors may exercise the powers of the Company conferred by Clause 3 (t) 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) Clause 87 in Table A shall not apply to the Company.

#### **PROCEEDINGS OF DIRECTORS**

12.(a) A Director may vote at any meeting of 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 whatsoever and if he/she shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid, he/she (whether or not he/she shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### **THE SEAL**

13.(a) If the Company adopts a common seal it shall only be used with the authority of the Directors or of a committee of Directors. The Director may determine who shall sign any instrument to which the seal is affixed and unless so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company adopts a common seal. Clause 101 of table A shall not apply to the Company.

(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 such powers shall be vested in the Directors.

#### **INDEMNITY**

14. Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him/her


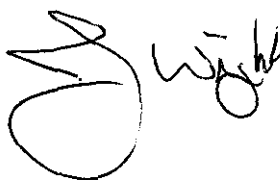
by the court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(c) Clause 118 in Table A shall not apply to the Company.

#### **TRANSFER OF SHARES**

15. 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 Clause 24 in Table A shall not apply to the Company.



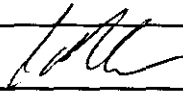
Names and addresses of subscribers	Signatures
JAMES ROBERT WILCOX 20 HATCHLANDS. GREAT HOLM MILTON KEYNES. MK8 9DN	
JOAN MONICA WRIGHT THE MANOR HOUSE 44 NEWPORT RD WOOLSTONES MILTON KEYNES. MK15 0AA	

Dated this 25th day of March 2004

Witness to the above Signatures:-  
Signature of Witness

Name of Witness

Address of Witness

  
PHILIP REVITT

32 BOWLAND DRIVE  
EMERSON VALLEY  
MILTON KEYNES  
MK4 2DN