



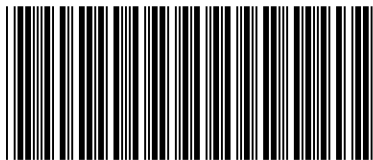
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5212204

The Registrar of Companies for England and Wales hereby certifies that
XYZ NOMINEES LTD.

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 23rd August 2004



N05212204N



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

5212204

Company name

XYZ NOMINEES LTD.

I,

DARREN UPTON

of

59 GREENSIDE AVENUE
HUDDERSFIELD
WEST YORKSHIRE
UK
HD5 8QQ

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**



XXFYQXWQ

Received for filing in Electronic Format on the: **23/08/2004**

Company Name
in full: **XYZ NOMINEES LTD.**

*Proposed Registered
Office:* **SUITE C4 1ST FLOOR
NEW CITY CHAMBERS
36 WOOD STREET
WAKEFIELD
WEST YORKSHIRE
WF1 2HB**

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

Agent's Name: **COMPANEA GMBH JOCHEN HUELS**
Agent's Address: **SCHELLINGSTR. 36
MUNICH
BAVARIA
GERMANY
80799**

Company Secretary

Name **SL24 LTD.**

Address: **59 GREENSIDE AVENUE
HUDDERSFIELD
WEST YORKSHIRE
UK
HD5 8QQ**

Consented to Act: **Y** *Date authorised* **23/08/2004** *Authenticated:* **Y**

Director 1:

Name **DARREN UPTON**

Address: **59 GREENSIDE AVENUE
HUDDERSFIELD
WEST YORKSHIRE
UK
HD5 8QQ**

Nationality: **BRITISH**

Business occupation: **ACCOUNTANT**

Date of birth: **16/12/1971**

Consented to Act: **Y** *Date authorised* **23/08/2004** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **SUBSCRIBER** *Date Authorised:* **23/08/2004** *Authenticated:* **Yes**

COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND
ARTICLES OF ASSOCIATION

of

XYZ NOMINEES LTD.

COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

of

XYZ NOMINEES LTD.

1. The name of the company is XYZ NOMINEES LTD..
2. The Registered Office of the company will be situated in England and Wales.
3. The objects for which the company is established are:
 - 3.1. to carry out the business of a General Commercial Company;
 - 3.2. to design, manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may be conveniently or advantageously made or supplied in connection with it;
 - 3.3. to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative, financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate;
 - 3.4. to acquire all types of property including without limitation freehold or leasehold property;
 - 3.5. to borrow or raise money in any manner and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities;
 - 3.6. to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world;
 - 3.7. to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects or to the exercise of any power (whether express or implied) possessed by the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100.00 divided into 100 Ordinary shares of £1.00 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 specified opposite our respective names.

Name(s) and Address(es) of Subscriber(s)

Date: 23 Aug 2004

Darren Upton,

59 Greenside Avenue, Huddersfield, west Yorkshire, HD5 8QQ

Number Of Shares taken: 1

The total number of shares allocated to the subscribers is 1

COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

XYZ NOMINEES LTD.

1. Preliminary

1.1 The regulations constituting Table A in the Schedule of Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles.

1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

2. Share Capital

2.1 The share capital of the Company is £100.00 divided into 100 Ordinary shares of £1.00 each..

2.2 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine".

3. Lien and Forfeiture

3.1 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.

3.2 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 moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares."

4. Transfer of Shares

Regulation 24 of Table A shall not apply.

5. Alteration of Share Capital

5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)".

5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.

6. Votes of Members

6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the word "present in person or by proxy".

6.2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used."

7. Directors

7.1 The number of the directors shall not be less than one.

7.2 If only one director has been appointed, then he shall represent the company alone. If two or more directors have been appointed, then only two directors may act jointly on behalf of the company. Regulation 88 of Table A shall not apply to the Company.

8. Appointment and Retirement of Directors

Regulations 73 to 80 of Table A shall not apply to the Company.

9. Proceedings of Directors

Regulation 94 shall not apply to the Company.

10. Dividends

In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event".

Name(s) and Address(es) of Subscriber(s)

Date: 23 Aug 2004

Darren Upton,

59 Greenside Avenue, Huddersfield, west Yorkshire, HD5 8QQ