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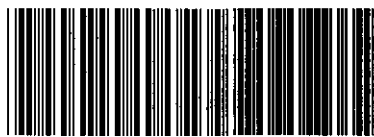
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5621722

The Registrar of Companies for England and Wales hereby certifies that
MAGIC DECORATORS 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 14th November 2005



N05621722C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHWP000

Company Name in full

MAGIC DECORATORS LIMITED

I, Jayne Elizabeth Good

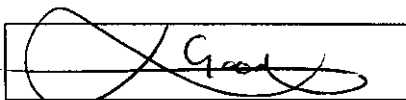
of Woodside, Pilmer Road, Crowborough, East Sussex TN6 2UB

† 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



Declared at

5 Pilmer Road, Crowborough, East Sussex TN6 2UF

Day Month Year

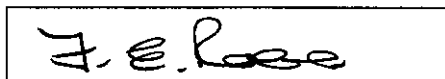
On 17 10 2005

① Please print name.

before me ①

Julie Egerton Roberts

Signed



Date

17.10.05

† 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.

Christopher Lunn & Co, The Pines, Boars
Head, Crowborough, E.Sx

TN6 3HD Tel 01892 665311

DX number

DX exchange



Form revised June 1998

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



Companies House

for the record

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

MAGIC DECORATORS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE PINES

BOARS HEAD

Post town

CROWBOROUGH

County / Region

EAST SUSSEX

Postcode

TN6 3HD

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

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

The Pines, Boars Head

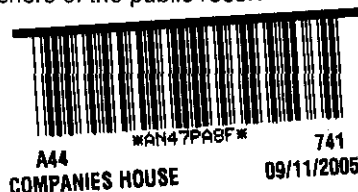
Crowborough, East Sussex

TN6 3HD

Tel 01892 665311

DX number

DX exchange



v 08/02

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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

Company Secretary (see notes 1-5)

Company name

MAGIC DECORATORS LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

DENIS CHRISTOPHER CARTER

Surname

LUNN

Previous forename(s)

Previous surname(s)

Address ††

BLAVEN

ROEDEAN ROAD

Post town

TUNBRIDGE WELLS

County / Region

KENT

Postcode

TN2 5JX

Country

†† 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

Date

17.10.05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

JAYNE ELIZABETH

Surname

GOOD

Previous forename(s)

Previous surname(s)

Address ††

WOODSIDE

PILMER ROAD

Post town

CROWBOROUGH

County / Region

EAST SUSSEX

Postcode

TN6 2UB

Country

†† 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

2 9 0 1 1 9 6 6

Nationality

BRITISH

Business occupation

ADMINISTRATOR

Other directorships

K2 ACCOUNTING LIMITED

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

Consent signature

Date

17.10.05

Please list directors in alphabetical order

*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 or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

17.10.05

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

001294/200

5621727

THE COMPANIES ACT 1985

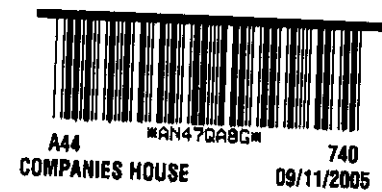
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

MAGIC DECORATORS LIMITED



98978

98978

1. The name of the Company is **MAGIC DECORATORS LIMITED**
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-

- (a) 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 and 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; heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors, decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers; plumbers; 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 other kinds of entertainments and sporting events, 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 kinds; wine and spirit merchants; farmers; florists, horticulturists; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio, television and electrical 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, perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists; printers,



publishers, stationers, advertising and publicity agents; public relation specialists, consultants, business transfer agents and employment agents; computer operators, programmers and dealers; market 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 to 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.

- (b) 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. To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatsoever, moveable or immovable, or any interest in such property, and to sell, lease, let or hire, develop such property, or otherwise turn the same to the advantage of the Company. To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges thereof or otherwise turn the same to the advantage of the Company. To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (c) To carry on any business or trade whatsoever which can, in the opinion of the Directors of the Company, be advantageously or conveniently carried on by the Company, by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (d) To buy, sell, manufacture, manipulate and deal in (whether wholesale or retail) all commodities, articles and things necessary or useful for carrying on any of the above businesses, or usually dealt in by persons engaged therein, or which can be conveniently dealt in by the Company in connection with any of its objects.
- (e) To purchase, take on lease or exchange, hire or otherwise acquire, houses, offices, workshops, buildings and premises, land or any other property whatsoever whether real or personal or any interest therein, and any fixed and moveable plant, machinery or equipment, including tools, patterns and stock-in-trade, convenient to be used in or about the businesses of the Company or any of them and to act in the capacity of Estate Agents and to buy, sell, let on lease and otherwise negotiate transactions concerning land, buildings and chattels relating thereto, whether as agents or principals.
- (f) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Directors of the Company may approve, with power to accept shares, debentures or securities of, or interest, any other Company.
- (h) To enter into any arrangements with any governments or authorities supreme, municipal, local or otherwise, international agencies, societies, corporations and authorities that may seem conducive to the business of the Directors of the Company and to obtain from any such government or authority any rights, privileges and concessions which the Directors of the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (i) To promote or assist in the promotion of any Company having objects similar to or complimentary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (j) To erect, construct, alter and maintain buildings, plants, erections and works, whether on the property of the Company or not.
- (k) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another and generally on such terms as may be determined by the Directors.
- (l) To invest the money of the Company in any manner that the Company may think fit.
- (m) To receive money or securities of any kind on deposit and to lend and advance money or securities of any kind or give credit to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (n) To borrow or raise money and to secure the repayment of any money borrowed, by mortgage, charge or lien, upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (o) To draw, accept, endorse, discount and execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.
- (p) To remunerate in any manner any person, firm or company rendering services to this Company and to take out and maintain a policy of insurance or assurance on the life of any person in whom the Company has an insurable interest.
- (q) To pay all or any expenses incurred in connection with the incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (r) To procure the Company to be registered or recognised in any colony or dependency and in any foreign or associated country or place.

- (s) To apply for, register, purchase or by other means acquire and protect, prolong and renew, exploit and sell, whether in the United Kingdom or elsewhere, any patents, patents rights, copyrights, translation rights, brevets d'invention, licences, performing rights and any other rights connected with artistic, musical, dramatic, literary and graphic works, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture or grant licences and privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (t) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complimentary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (u) To undertake and execute any trusts the undertaking of which may seem to the Directors of the Company desirable.
- (v) To establish and support and aid in the Establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependants or the connections of such persons and to grant pensions or allowances to any such persons, and to assist any charitable or benevolent object.
- (w) To grant bonuses and gratuities to employees or ex-employees of the Company or the dependants of such persons and to support or subscribe to any institutions, clubs, societies or funds.
- (x) To do whatever may be necessary or expedient to procure the Company to be registered or incorporated as a body politic of corporate or otherwise to establish for the Company a legal domicile or representation and to enable the affairs and operations of the Company to be effectively carried on in any part of the world.
- (y) To distribute all or any of the assets of the Company in specie (or otherwise) between the members of the Company.
- (z) To do all or any other acts and things which in the opinion of the Directors of the Company may be conducive or incidental to the objects of the Company.
- (aa) To guarantee, support, or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations and the repayment or payments of the principal and premium of and interest on any securities or obligations of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said section) of the Company's holding Company or otherwise associated with the Company in business.
- (ab) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and by or through agents, sub-contractors, trustees or otherwise.

All of the foregoing objects shall be read and construed as separate, independent and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.
5. The initial share capital of the Company is £2,000 dividend into 2,000 shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company, may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

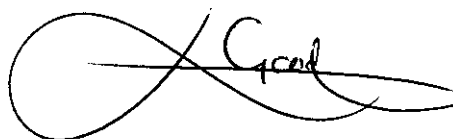
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of This Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES AND ADDRESSES OF
SUBSCRIBERS

Number of Shares taken by
each Subscriber

J E Good
Woodside
Pilmer Road
Crowborough

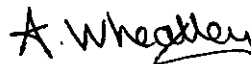
Administrator



one share

DATED: 17th October 2005

Witness to the above signature:



Name:

Aimee Wheatley

Address:

The Pines
Boars Head
Crowborough
East Sussex
TN6 3HD

Occupation:

Administrator

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MAGIC DECORATORS LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby. The Regulations of Table A numbered 3, 24, 30, 31, 35, 46, 48, 64, 65, 66, 67, 73, 74, 75, 80, 81, 82, 88, 89, 90, 94, 95, 96, 97, 101 and 117 shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations of Table A as so varied shall constitute the Articles of Association of the Company.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A. References to the Companies Act 1986, the Mental Health Act 1983, the Mental Health (Scotland) Act 1960 and the Company Directors Disqualification Act 1986 includes any statutory modification or re-enactment thereof for the time being in force.

PRIVATE COMPANY

3. The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

SHARE CAPITAL

4. The share capital of the Company is £2,000 divided into 2,000 shares of £1 each.
5. All unissued shares of the Company whether forming part of the original or of any increased capital shall be under the control of the Directors, who may, subject to section(s) 80 (89(1) and 90(1) to (6) inclusive)) of the Act allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any Directors of the Company, at such times and on such terms and conditions as they shall think proper.
6. The Directors are hereby authorised generally and unconditionally subject to (sections 89(1) and 90(1) to (6) (inclusive) of the Act) to allot relevant securities as defined in section 80 of the Act up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation and the Directors may after that period allot relevant securities as so defined under this authority in pursuance of an offer or agreement made by the Company within that period.
7. Subject to the provisions of the Act the Company may:
 - (a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder provided that the terms on which and the manner in which such redeemable shares shall or may be redeemed be specified by Special Resolution before the issue thereof;
 - (b) purchase its own shares (including any redeemable shares);
 - (c) make a payment in respect of the redemption or purchase, under section 159 or (as the case may be) section 162 of the Act and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by section 171 of the Act.

TRANSFER OF SHARES

8. Any share may be transferred:
 - (a) by a member to any other member; or
 - (b) by a member to any parent, parent-in-law, spouse, son, daughter, grandson, granddaughter, or other issue, brother, sister, nephew, niece, brother-in-law, sister-in-law, son-in-law, daughter-in-law, grandson-in-law or granddaughter-in-law.
9. Any share of a deceased member may be transferred by his personal representatives to any parent, parent-in-law, son, daughter, grandson, granddaughter, or other issue, brother, sister, nephew, niece, brother-in-law, sister-in-law, son-in-law, daughter-in-law, grandson-in-law, granddaughter-in-law, widow or widower of such deceased member.

10. Any share standing in the names of the trustees of the will of any deceased member may upon any change of trustees of such will be transferred to the trustees for the time being of such will.
- 11.
- (a) Save where any transfer is made pursuant to Articles 9, 10 and 11 hereof any member who desires to sell or transfer any shares or any beneficial interest in any share (hereinafter called "the vendor") shall give to the Company notice in writing (hereinafter called a "transfer notice") stating the class and number of shares including any interest therein which he desires to sell or transfer.
 - (b) The receipt by the Company of a transfer notice shall constitute the Company the vendor's agent for the sale of the share or shares specified therein (hereinafter called "the said shares") in one or more lots at the discretion of the Directors tot he members other than the vendor at a price to be agreed upon by the vendor and the Directors or, in case of difference, at the price which the Company's Auditors for the time being shall in writing certify to be in their opinion the fair value thereof as between a willing seller and a willing buyer. In so certifying the Auditors shall be deemed to act as experts and not as arbitrators and their decision shall be final and binding. The transfer notice may contain a provision that unless all the said shares are sold by the Company pursuant to this Article none shall be sold and any such provision shall be binding upon the Company.
 - (c) If the Auditors are asked to certify the fair value as aforesaid their certificate shall be delivered to the Company and so soon as the Company receives the certificate it shall furnish a certified copy thereof to the vendor and the vendor shall be entitled by notice in writing given to the Company within ten days of the service upon him of the said certified copy to cancel the Company's authority to sell the said shares. The cost of obtaining the Auditors' certificate shall be borne by the Company unless the vendor shall give a notice of cancellation as aforesaid in which case he shall bear the cost.
 - (d) Upon the price being fixed as aforesaid and provided the vendor shall not give notice of cancellation as aforesaid the Company shall forthwith by notice in writing inform each member other than the vendor of the number and price of the said shares and invite each member to apply in writing to the Company within twenty-one days of the date of despatch of such notice (which date shall be specified therein) for such a maximum number of shares (being all or any thereof) as he shall specify in such application.
 - (e) If the said members shall within the said period of twenty-one days apply for all or (except when the transfer notice provides otherwise) any of the said shares, the Company shall allocate the said shares (or so many of them as shall be applied for as aforesaid) first, to and amongst the applicants who are registered or unconditionally entitled to be registered in respect of shares of the same class (and in case of competition pro rata according to the number of shares of such class of which they are registered or unconditionally entitled to be registered as holders) and secondly (if any of the said shares shall remain after such applicants have been satisfied in full) to and amongst the remaining applicants (and in case of competition pro rata according tot he number of shares in the Company in respect of which they are registered or unconditionally entitled to be registered as holders) provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid.

- (f) As soon as the Directors have determined in accordance with (e) above who is to purchase the said shares or some of them and the number of shares to be transferred to each purchaser they shall forthwith give notice (hereinafter called "the allocation notice") to the vendor stating the names of the transferees, the number of shares to be transferred to each of them and giving directions as to the transfer thereof.
 - (g) The vendor shall be bound upon receipt of the allocation notice and upon tender of the purchase consideration to execute transfers of the numbers of shares comprised in the allocation notice and to deliver any or each such transfer and the relevant certificate for the shares therein comprised in accordance with the directions therein and if he shall fail to do so within twenty-eight days of the service of the allocation notice upon him the Chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed attorney of the vendor with full power to execute, complete and deliver, on behalf of the vendor, transfers of the shares to the purchasers thereof against payment of the price to the Company and the purchasers shall be deemed to have obtained a good quittance for such payment and on execution and delivery of the transfer the purchaser shall be entitled, subject to Regulation 8 of Table A and Articles 14 and 15 thereof, to insist upon his name being entered in the Register of Members as the holder by transfer of the shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the vendor.
 - (h) Any notice to be given under this Article shall be sent through the post by Registered or Recorded Delivery pre-paid post to the registered address of the member on whom it is served. Such notice shall be deemed to have been served on the third day (not being a Saturday, Sunday or public holiday) following the day of posting.
12. Save where any transmission is made pursuant to Article 10 a person becoming entitled to any share in consequence of the death or bankruptcy of a member shall elect either to become the holder thereof or to have some person nominated by him registered as the transferee thereof and shall give notice to the Company of such election. Article 12 shall apply as if such notice were a transfer notice and as if the person becoming so entitled in consequence of such death or bankruptcy were a member desiring to sell or transfer any share or any beneficial interest in any share.
13. Subject to Articles 9, 10, 11, 12 and 13, 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.

LIEN

14. The lien conferred by Regulation 8 of Table A shall also attach to fully paid shares and to all shares whether fully paid or not registered in the name of any person whether he be the sole registered holder thereof or shall be one of several joint holder. Regulation 8 of Table A shall be varied accordingly.

PROCEEDINGS AT GENERAL MEETINGS

15. If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in the quorum present at the meeting shall be a quorum. Regulation 40 of Table A shall be varied accordingly.
- 16.
- (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded.
 - (b) A poll may be demanded:
 - (i) by the Chairman; or
 - (ii) by any member present in person or by proxy having the right to attend and vote at the meeting; or
 - (iii) by a duly authorised representative of a corporation.
 - (c) The demand for a poll may (before the poll is taken) be withdrawn.
 - (d) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.
17. A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a Special Resolution or an Extraordinary Resolution shall have effect accordingly.

VOTES OF MEMBERS

- 18.
- (a) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
 - (i) be deposited at the office or such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or
 - (ii) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument or proxy sent out by the Company in relation to the meeting, be deposited with the Chairman thirty minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not deposited or delivered in a manner so permitted will be invalid.

Regulation 62 of Table A shall be varied accordingly.

- (b) Deposit of an instrument of proxy shall not preclude any member from attending and voting at the meeting or at any adjournment thereof.

NUMBER OF DIRECTORS

- 19. Until the Company in general meeting shall otherwise determine the number of Directors (other than alternate Directors) shall not be more than nine but need not exceed one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and Table A.
- 20. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under section 10(2) of the Act.
- 21. It shall not be necessary for a Director to hold a qualification share.

ALTERNATE DIRECTORS

- 22. Any Directors (other than an alternate Director) who is unable to attend any meeting of the Directors may appoint any other director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director during such inability and may remove from office an alternate Director so appointed by him. An alternate Director need not be a member of the Company.
- 23. An alternate Director shall be entitled to receive notice of all meetings of the Directors and of all meetings of committees of Directors of which his appointor is a member and to attend and vote at any such meeting at which the Director appointing him is unable to attend. An alternate Director shall be entitled only to such remuneration as shall be agreed between himself and his appointor and the remuneration of his appointor shall be reduced by the amount of the alternate Director's remuneration and shall not exceed the remuneration which his appointor would have received had he not appointed the alternate Director.
- 24. An alternate Director shall cease to be a Director if his appointor ceases to be a Director.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 25. The Directors shall not be required to retire by rotation and Regulations 76, 77, 78, 79 and 84 of Table A shall be varied accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

26. The office of a Director shall be vacated if:
- (a) by notice in writing to the Company he resigns the office of Director; or
 - (b) he becomes bankrupt or enters into any composition in satisfaction of his debts or any scheme of arrangement with his creditors;
 - (c) he ceases to be a Director by virtue of any provision of the Act or by reason of any order made under the Company Directors Disqualification Act 1986; or
 - (d) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to the hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

REMUNERATION OF DIRECTORS

27. The remuneration of the Directors shall, subject to any agreement with the Company and unless otherwise determined by ordinary resolution, be determined by the Directors and shall be deemed to accrue from day to day.

PROCEEDINGS OF DIRECTORS

28. A Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom except he be so absent for not more than four weeks and shall have informed the Secretary before such an absence of the dates of his intended departure and intended return or except if he be absent from the United Kingdom on the Company's business. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

29. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two, except that when only one Director is in office the quorum shall be one. A person who holds office only as an alternate Director shall in the absence of his appointor be counted in the quorum.
30. A Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and if he shall vote on any such resolution his vote shall be counted and he shall (whether or not he shall vote on the same) be counted in the quorum present at such meeting. For the purposes of this Article an interest of a person who is, for any purpose of the Act (excluding any statutory modification therefor not in force when this Article becomes binding on the Company) connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of an alternate Director without prejudice to any interest which the alternate Director has otherwise.
31. The Directors may by resolution exercise the powers of the Company to make provision for the persons formerly employed by the Company or by any of its subsidiaries in accordance with section 719 of the Act.

SECRETARY

32. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under section 10(2) of the Act.

THE SEAL

33. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two Directors unless there shall be only one Director when it shall be signed by that Director or his alternate and the Secretary.

WINDING UP

34. If the Company is wound up the liquidator may, with the sanction of an ordinary resolution of the Company and any other sanction required by the Insolvency Act 1986, distribute all or any of the assets in specie or in kind among the members and may, for that purpose, value any assets and determine how the distribution shall be carried out as between the members of different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability. Any member who did not vote in favour of any such ordinary resolution shall have the same right of dissent and ancillary rights as if such resolution were a Special Resolution passed pursuant to section 110 of the Insolvency Act 1986.

NAMES AND ADDRESSES OF SUBSCRIBERS

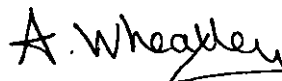
J E Good
Woodside
Pilmer Road
Crowborough

Administrator



DATED: 17th October 2005

Witness to the above signature:



Name:

Aimee Wheatley

Address:

The Pines
Boars Head
Crowborough
East Sussex
TN6 3HD

Occupation:

Administrator