

FILE COPY



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

Company No. 5928543

The Registrar of Companies for England and Wales hereby certifies that
PORTSMOUTH CORNERSTONE 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 8th September 2006



N05928543N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

PORTSMOUTH CORNERSTONE LIMITED

I, **Martin Paul Worsley, representing Temple Secretaries Limited**

of **788-790 Finchley Road, London, NW11 7TJ.**

† 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

[Signature]

pp Temple Secretaries Limited

Declared at

2 Bluebird Way, Bricket Wood, Hertfordshire, AL2 3UH

Day Month Year

On

05 09 2006

① Please print name.

before me ①

Dean Russell Poster.

Signed

[Signature]

Date

05/09/06

† 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.

[Our Ref: PJ/134886S]

A1 Company Services Limited

788-790 Finchley Road, London, NW11 7TJ

Tel **020 8458 9637**

DX number

DX exchange



A09
COMPANIES HOUSE

421
06/09/2006

re

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 —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

5928543

Company Name in full

PORTSMOUTH CORNERSTONE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Carnac Place

Cams Hall Estate

Post town

Fareham

County / Region

Hampshire

Postcode

PO16 8UY

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

A1 Company Services Limited

Address

788-790 Finchley Road

Post town

London

County / Region

Postcode

NW11 7TJ

Number of continuation sheets attached

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.

A1 Company Services Limited [Our Ref: PJ/134886S]

788-790 Finchley Road, London, NW11 7TJ

Tel

020 8458 9637

DX number

92002

DX exchange

TEMPLE FORTUNE



A09 *AJZSQILD* 422
COMPANIES HOUSE 06/09/2006

Form revised July 1999

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

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

TEMPLE SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

788-790 FINCHLEY ROAD

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

NW11 7TJ

Country

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

Consent signature

Date

4th Sept. 2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

COMPANY DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address

788-790 FINCHLEY ROAD

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

NW11 7TJ

Country

Day Month Year

Date of birth

Nationality

Business occupation

REGISTRATION AGENT

Other directorships

N/A

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

Consent signature

Date

4th Sept. 2006

Directors (continued) (see notes 1-5)

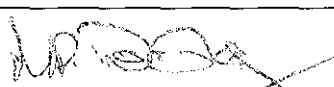
NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
* Voluntary details	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
	Address	<input type="text"/>								
Usual residential address		<input type="text"/>								
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text"/>	Date	<input type="text"/>						

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed



Date

4th Sept. 2006

TEMPLE SECRETARIES LIMITED

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

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

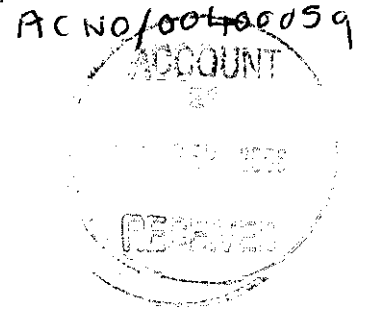
- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION



OF

11575

11575

PORTSMOUTH CORNERSTONE LIMITED

1. The Company's name is "PORTSMOUTH CORNERSTONE LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (a)
 - (i) To carry on the business of providing meeting and banqueting facilities for Masonic Lodges and other Masonic bodies.
 - (ii) To carry on the business of providing meeting and banqueting facilities for the local community.

(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or *render more profitable any of the property or rights of the Company.*

(c) To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patents, patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, licences, and the like and to alter, disclaim, 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 or improving any such patents, inventions or rights.

(d) To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Company.

(e) To acquire and undertake the whole or any part of the business, goodwill, assets, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(f) To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement with sharing profits, co-operation, joint venture, union of interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.

(g) To enter into any arrangements with any governments or authorities supreme, local, municipal, or otherwise, or any company or person that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government or authority any rights, charters, licences, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply therewith.

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

(i) To invest and deal with the moneys of the Company not immediately required in any manner, and to hold sell or otherwise deal with any investments made.

(j) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures and other negotiable or transferable instruments.

(k) To establish or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may appear likely to assist or benefit the Company, or for any other value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.

(l) To advance and lend money or give credit, with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loans and to become security for any persons, firms or companies.

(m) To raise or borrow money in such a manner as the Company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by mortgage, lien, charge or other security upon all or any of the property or assets of the Company (whether present or future) including its

uncalled capital, and also by a similar mortgage, lien, charge 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.

(n) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect to 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 of any shares, debentures or other securities of the Company.

(o) To remunerate any person, firm or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

(p) To subscribe to or support any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a director, employee or otherwise, and his family and dependents; to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.

(q) To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law.

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

(s) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform subcontracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents, subcontractors or others.

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

(u) To sell or otherwise dispose of the whole or any part 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.

(v) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals, agents, contractors or otherwise and by or through agents, contractors, or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

(i) The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

(ii) The word "Company", except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £3,000,000 divided into 300,000 shares of £10.00 each of which 175,000 shall be classified as "A" Ordinary shares, 25,000 shall be classified as "B" Ordinary shares and 100,000 shall be classified as "Redeemable Preference" shares.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name.

Name and Address of the Subscriber

Number of shares taken
by each subscriber

TEMPLE SECRETARIES LIMITED
788-790 Finchley Road
London NW11 7TJ

Company Secretary

One "A" Share



Total shares taken

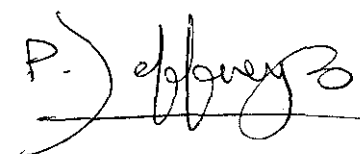
One "A" Share

Dated 4 September 2006

Witness to the above Signature:

Pamela Jeffreys
788-790 Finchley Road
London NW11 7TJ

Corporate Governance Administrator



THE COMPANIES ACTS 1985 – 1989

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
PORTSMOUTH CORNERSTONE LIMITED**

1. Preliminary

- 1.1 The regulations contained in Table A in the Schedule to the Companies (tables A to F) Regulations 1985 (as amended by the Companies (tables A to F) (Amendment) Regulations 1985) ("Table A") shall apply to the Company, save in so far as they are varied or excluded by these Articles. References in these Articles to numbered Regulations are references to the regulations contained in Table A.
- 1.2 Regulations 3, 4, 24, 29, 30, 41, 64, 65, 66, 67, 68, 69, 73, 74, 75, 78, 79, 80, 95, 96, 97, 101 of Table A and the words "shall be sealed with the seal and" in line 5 of Regulation 6 shall not apply to the Company.

2. Interpretation

In these Articles, the following phrases shall have the following meanings:

"Act" means the Companies Acts 1985 – 1989.

"Ordinary Shares" means Ordinary Shares of £10 (ten pounds) each in the capital of the Company.

"Preference Shares" means Redeemable Preference Shares of £10 (ten pounds) each in the capital of the company.

"Shares" means Ordinary and Redeemable Preference Shares in the capital of the Company.

"The Board" means the Board of Directors of the Company or the Directors present at a duly convened meeting of the Directors at which a quorum is present.

"Directors" means the Directors of the Company from time to time.

"Month" means calendar month.

"Ordinary Shareholder" means a holder of Ordinary Shares in the Company

"Member" means a holder of Ordinary Shares and/or Redeemable Preference Shares in the Company.

Use of the masculine shall include the feminine

3. Private Company

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 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.

4. Share Capital

4.1 The share capital of the company shall be £3,000,000 divided into:

175,000	A Ordinary Shares of £10 each
25,000	B Ordinary Shares of £10 each
100,000	Redeemable Preference Shares of £10 each

4.2 The special rights and restrictions attached to and imposed on respectively the A Ordinary Shares, B Ordinary Shares, and Redeemable Preference Shares are set out in articles 4.3 to 4.9 hereof.

4.3 The A Ordinary Shares shall confer upon the holders thereof no right to participate in any profits of the company except for capital profits in accordance with article 4.8.

4.4 The A Ordinary Shares shall confer upon the holders thereof no right as such to receive notice of or to attend and vote at any General Meeting of the Company except where such meeting is to consider a resolution to vary the rights attaching to the A Ordinary Shares and then only to vote upon such resolution in which they will have equal voting rights with the B Ordinary Shares.

4.5 The Redeemable Preference shall confer upon the holders thereof no right to participate in any profits of the company.

4.6 The Redeemable Preference Shares shall confer upon the holders thereof no right as such to receive notice of or to attend and vote at any General Meeting of the Company except where such meeting is to consider a resolution to vary the rights attaching to the Redeemable Preference Shares and then only to vote upon such resolution in which they will have equal voting rights with the B Ordinary Shares.

4.7 The Redeemable Preference Shares may be redeemed in full or in part at the total discretion of the Directors.

- 4.8 In the event of a winding up of the Company the assets of the Company remaining after payment of its debts and liabilities and the costs charges and expenses of such winding up shall be applied in the following manner and order of priority:

First, in paying the holders of the Redeemable Preference Shares the amounts paid up or credited as paid up on such shares.

Second, in paying to the holders of the A Ordinary Shares the amounts paid up or credited as paid up on such shares.

Third, in paying to the holders of the B Ordinary Shares the amounts paid up or credited as paid up on such shares.

Fourth, in paying to the holders of the A Ordinary Shares fifty percent of any book profit on the disposal of any freehold properties owned by the Company such sum to be distributed amongst the holders of the A Ordinary Shares in proportion to the amounts paid up or credited as paid up by such holders respectively, but subject to the restriction in 4.9 below.

Fifth, in distributing the balance amongst the holders of the B Ordinary Shares in proportion to the amounts paid up or credited as paid up by such holders respectively, but subject to the restriction in 4.9 below.

- 4.9 The Beneficial Shareholders of the A Ordinary and B Ordinary Shares may not distribute any surplus they may receive on such shares in the event of a winding up of the Company to their individual members but must apply any such surplus to the provision of other accommodation for the use of Freemasons in general or to donate such surplus to a registered Masonic Charity or Charities.

5. Issue of Shares

- 5.1 No share of any class shall be issued to or transferred to any person unless he is a Master Mason and a subscribing member of a Masonic Lodge under the constitution and jurisdiction of the United Grand Lodge of England or a limited liability company whose shareholders and directors are similarly qualified.
- 5.2 Each share of any class other than those held by another limited liability company shall be held upon trust for and shall be beneficially owned by a Lodge or other body of Freemasons approved by the directors. A Lodge or other body of Freemasons which beneficially owns a share or shares in this company or beneficially owns a share or shares in another company which holds shares in this company is hereinafter in these Articles referred to as a "Beneficial Shareholder".
- 5.3 The holder or holders of a share or shares shall be a member or members of a Beneficial Shareholder.

5.4 Sec.89 (1) and Sec. 90 (1)-(6) of the Act shall not apply to the Company.

6. Redemption of Shares

Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before issue thereof.

7. Lien

The lien conferred by Regulation 8 of Table A shall also attach to:

- (a) fully paid shares;
- (b) all shares whether fully paid or not standing registered in the name of any person representing a Beneficial Shareholder indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

8. Transfer of Shares

8.1 If a member shall by death or otherwise cease to be a member of the Beneficial Shareholder for which he holds upon trust the share or shares registered in his name or if he shall cease to be a trustee for such Beneficial Shareholder in respect of such share or shares such member or his personal representatives shall have no vote in respect of any share or shares registered in his name and he or his personal representatives shall (if required) transfer such share or shares to such other member or members of the Beneficial Shareholder as the Beneficial Shareholder may nominate and within seven days of the receipt of the transfer form in respect thereof such member or his personal representatives shall execute and return such transfer to the Company.

8.2 In the event of such a member or his personal representatives failing to transfer any share or shares which he shall become bound to transfer as aforesaid the Directors may authorise some person to execute on behalf of such member or his personal representatives a transfer in favour of the transferee or transferees.

8.3 A nomination by a Beneficial Shareholder pursuant to sub-article (1) hereof shall be evidenced by a written copy of the resolution containing such nomination certified by the Master and Secretary (or their equivalents) of the Beneficial Shareholder to be a true copy.

8.4 The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares other than a transfer made pursuant to sub-article (1) hereof.

9 Power to purchase own shares

Subject to the provisions of the Act, the company may purchase its own shares and if it is a private company, may make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

10 Proceedings at General Meetings

10.1 No business shall be transacted at any meeting of the company unless a quorum is present. Two or more persons, each being a member or a proxy for a member, who between them represent not less than 50% of the voting rights applicable to the business of the meeting shall be a quorum.

10.2 If the quorum prescribed above is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day the next week at the same time and place or such time and place as the Directors may determine.

10.3 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, any two persons entitled to vote on the business of the meeting shall be a quorum.

11 Appointment and Removal of Directors

11.1 Unless otherwise determined by Special Resolution the number of Directors shall be subject to a maximum of twenty and the minimum shall be two.

11.2 At every Annual General Meeting the two Directors who have been longest in office since their last appointment or re-appointment shall retire by rotation. If more than two Directors have served for the same period of time then unless otherwise agreed among themselves those to retire shall be determined by lot. Directors retiring under this regulation shall be eligible for re-election.

11.3 No Director shall hold office for a longer period than four years before retiring. A director retiring under this regulation shall be eligible for re-election at the Annual Meeting of the Company following such retirement and he will continue to hold his office until that Annual Meeting notwithstanding that this may extend the period he has held his office beyond four years. A Director retiring under this regulation shall be regarded as "retiring by rotation" for the purposes of Regulations 76 and 77.

12 Proceedings of Directors

12.2 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a Director will, call a meeting of the Directors. It shall be necessary to give notice of every meeting of the Directors to all the Directors of the Company,

whether they are located in the United Kingdom or otherwise. Regulation 88 shall be modified accordingly.

- 12.3 The Directors may elect one of their number to be Chairman of the Board of Directors and may at any time remove him from office.
- 12.4 The quorum necessary for the transaction of the business of the Directors shall be two if there are five or less Directors in office at the time or three if there are more than five but less than eight Directors in office at the time or four if there are eight or more Directors in office at the time.
- 12.5 Any Director may, subject to proper notice having been given or dispensed with, participate in a meeting of the Directors by means of telephone, or some other oral form of communication, whereby all persons participating in the meeting can hear each other speak to each other and participation in a meeting in this manner shall constitute presence in person at such meeting provided that the number of Directors then present constitutes a quorum for the transaction of the business of the Directors under these Articles.
- 12.6 Any Director may give a proxy to another Director to vote on his behalf at a meeting of the Directors and such proxy shall either entitle the holder of the proxy to vote on all matters appearing on the agenda for that meeting (but not on any matters not appearing on the agenda) if so specified in the proxy or to vote on a specific matter only if the proxy so restricts. The acceptance of the proxy by those present shall entitle them to consider the grantor of the proxy as being present for the purposes of determining whether a quorum is present for any matters covered by the proxy.

13 Directors' Interests

Any Director, who is in any way either directly or indirectly interested in an existing contract or arrangement or a proposed contract or arrangement with the Company who first declares the nature of his interest therein to a meeting of the Directors, may vote (and such vote shall be counted) at any meeting of Directors or of a committee of Directors in relation to any existing or proposed contract or arrangement in which he, or any person with whom he is for any purpose of the Act connected, is directly or indirectly interested. He may also be taken into account in ascertaining whether a quorum is present at any meeting of the Directors or of a committee of the Directors at which any such contract or arrangement is proposed or considered. Regulation 94 shall be modified accordingly.

14 Borrowing Powers

The Directors may exercise the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to sec 80 of the Act to issue debentures, debenture stock or other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

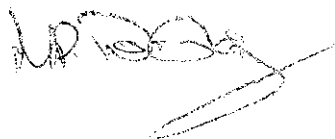
15 Notices

- 15.2 The Company may give any notice to a member by telex or facsimile transmission. Regulation 112 shall be modified accordingly.
- 15.3 A member shall be entitled to receive at such member's registered address any such notice to be given by the Company, whether such registered address is located within the United Kingdom or not. Regulation 112 shall be modified accordingly.
- 15.4 Proof that a telex or facsimile transmission containing a notice was properly despatched to the telex or facsimile number of a member's registered address shall be conclusive evidence that the notice was given. Regulation 115 shall be modified accordingly.

Name and Address of Subscriber

TEMPLE SECRETARIES LIMITED
788-790 Finchley Road
London NW11 7TJ

Company Secretary



Dated 4 September 2006

Witness to the above Signature:

Pamela Jeffreys
788-790 Finchley Road
London NW11 7TJ

Corporate Governance Administrator

