

FILE COPY



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

Company No. 6010221

The Registrar of Companies for England and Wales hereby certifies that
DWCO 9 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 27th November 2006



N06010221Z



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Declaration on application for registration

Company Name in full

DWCO 9 Limited

I, Neil Large

of Royal House, 110 Station Parade, Harrogate, HG1 1EP

† 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

Royal House, 110 Station Parade, Harro

Day Month Year

on

20 11 2006

① Please print name.

before me^①

Mr Russell M Davidson

Signed

Date

20 Nov. 2006

† A Commissioner for Oaths or a 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.

DAVIDSON WEBBER, ROYAL HOUSE,

110 STATION PARADE, HARROGATE

HG1 1HQ

Tel 01423 727272

DX number 25520 DX exchange HARROGATE

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



Please complete in typescript,
or in bold black capitals.

CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

DWCO 9 Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Royal House

110, Station Parade

Post town

Harrogate

County / Region

North Yorkshire

Postcode

HG1 1EP

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

1

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
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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		DWCO 9 Limited	
NAME	*Style / Title	Mrs	*Honours etc.
Forename(s)		Cheryl	
Surname		Large	
Previous forename(s)			
Previous surname(s)			
Address <input type="checkbox"/>		Cherneil Cottage	
		High View, Burnt Yates	
Post town		Harrogate	
County / Region		North Yorkshire	Postcode HG3 3HH
Country		England	

†† 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 principle office address.

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

Consent signature

Charge.

Date

20.11.06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc.
Forename(s)		Neil	
Surname		Large	
Previous forename(s)			
Previous surname(s)			
Address <input type="checkbox"/>		Cherneil Cottage	
		High View, Burnt Yates	
Post town		Harrogate	
County / Region		North Yorkshire	Postcode HG3 3HH
Country		England	

†† 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 principle office address.

Day Month Year

Date of birth

1 7 0 6 1 9 7 2

Nationality British

Business occupation

Solicitor

Other directorships

None

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

Consent signature

Charge.

Date

20.11.06

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

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"/>			
<input type="checkbox"/>		<input type="text"/>			
		Post town	<input type="text"/>		
		County / Region	<input type="text"/>	Postcode	<input type="text"/>
		Country	<input type="text"/>		
		Day	Month	Year	
Date of birth		<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality <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

Or the subscribers

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

Signed



Date

20.11.06

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.

001667/100

6010221

THE COMPANIES ACTS 1985 AND 1989
 PRIVATE COMPANY LIMITED BY SHARES
 MEMORANDUM OF ASSOCIATION OF
 DWCO 9 LIMITED

000
1X1

000038

000038

COMPANIES
HOUSE

- 1 The Company's name is DWCO 9 Limited
- 2 The Company's registered office is in England and Wales.
- 3 The Company's objects are as follows:-



- 3.1 to carry on business as a general commercial company;
- 3.2 to acquire any property, and rights or privileges of any kind over or for any property which the Company may use or which the Directors believe may increase the value of the Company's other property;
- 3.3 to acquire, protect, renew or dispose of any intellectual property rights which may benefit the Company and to make use of those rights,
- 3.4 to experiment on, test and improve any patents, inventions or rights which the Company acquires or plans to acquire;
- 3.5 to acquire an interest in the whole or part of or make any form of arrangement with any other company doing or intending to do any business similar to the Company's business. The Company may deal with any form of stock of the other company;
- 3.6 to deal in any way with the Company's property and rights;
- 3.7 to invest and deal with any money of the Company which the Company does not immediately need;
- 3.8 to lend money, give guarantees, provide security or give credit to any person or association of persons the Company deals with on terms and conditions the Company decides;
- 3.9 to support or secure the performance of any responsibilities of any person or company associated with the Company in business or through shareholdings. (This includes any company which is a subsidiary or a holding company of the Company as defined in the Companies Act 1985.) The Company may do this by personal agreement, by covenant, by mortgaging the Company's property and assets, by using the Company's capital, or by any other method. This includes repaying loans and paying premiums, interest, dividends and any other costs relating to debentures, debenture stock, loan stock, shares or other securities;
- 3.10 to borrow or raise money in any way and to secure the repayment of this money by mortgage or other security over the Company's property and assets, and to ensure that the money borrowed or raised is repaid. The Company may also raise or borrow money in any way and secure the repayment of this money by mortgage or other security over the Company's property and assets to ensure that it carries out its obligations;
- 3.11 to draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and use any type of negotiable instrument which may help the Company achieve its objects;
- 3.12 to make arrangements with any government, authority, or other person or association of persons that may help the Company to achieve its objects;

- 3.13 to acquire and hold shares, stock or other interests or obligations in any company or corporation;
- 3.14 to promote any other company to carry out any operation which may benefit the Company;
- 3.15 to sell, let, licence, develop or otherwise deal with any part of the business of the Company on any terms the Company thinks fit and to accept shares, debentures, or securities of any company in return for this;
- 3.16 to act as a sub-contractor and to use sub-contractors, agents, brokers and others to carry out the business of the Company;
- 3.17 to provide financial help according to Sections 155 to 158 of the Companies Act 1985 for any purpose set out in Sections 151(1) and 151(2) of that Act. (Sections 155 to 158 and 151(1) and 151(2) cover situations where the Company offers assistance to potential shareholders to purchase shares in the Company.);
- 3.18 to pay any person or company providing services to the Company in cash, shares or other company securities (credited as fully paid or partly paid),
- 3.19 to use the Company funds to pay all costs involved in promoting, forming and creating the Company as a legal corporation or to contract with another person or company to pay these;
- 3.20 to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any of the Company's shares and securities;
- 3.21 to take out and renew insurance policies to cover the Company officers and auditor against any costs, expenses and liabilities arising from negligence, default or breach of duty or trust in relation to their duties as permitted by section 310(3) of the Companies Act 1985;
- 3.22 to support any charitable or public object, and any institutions, society, or club which may benefit the Company, its directors or employees;
- 3.23 to pay the directors of the Company in any way the Company thinks fit;
- 3.24 to provide pensions and other funds for past and present employees of the Company and others in the service of the Company or of any holding company of the Company or subsidiary company of the Company and for their dependants;
- 3.25 to make payments towards life insurance for past and present employees of the Company, and others in the service of the Company and of any holding company of the Company or subsidiary company of the Company and for their dependants;
- 3.26 to set up and maintain profit sharing, share option or share purchase schemes for the benefit of the employees of the Company or employees of any subsidiary or holding company of the Company and to lend money to employees or trustees to set up or maintain these schemes;
- 3.27 to distribute the Company's property among the shareholders of the Company.
- 3.28 to do any other things which may help the Company to achieve its objects;
- 3.29 the objects set out in clauses 3.1 to 3.28 must be interpreted as widely as possible. They must be interpreted independently of each other unless the context requires them to be interpreted together;
- 3.30 the word 'company' in this document includes any partnership, firm, corporation or company whether incorporated or not and whether domiciled in any part of the United Kingdom or elsewhere.

4. The liability of the Company's shareholders is limited.
5. The share capital of the Company is £1,000. This is divided into 1000 shares of £1 each.

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

Name and address of the subscriber

Number of shares taken by the subscriber

Neil Large
Royal House
110 Station Parade
Harrogate
HG1 1EP

One

Total Shares Taken

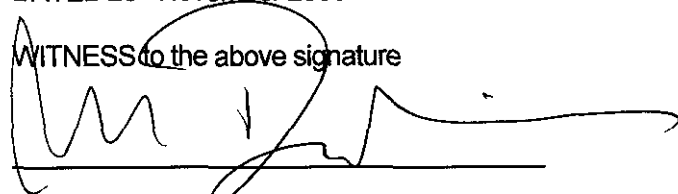
One

SIGNED



DATED 20th November 2006

WITNESS to the above signature



Russell M Davidson
Royal House
110 Station Parade
Harrogate
HG1 1EP

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
DWCO 9 LIMITED

1. Preliminary and interpretation

1.1 The regulations contained in Table A ('Table A') in the Schedule to the Companies Tables (A to F) Regulations 1985 (as amended from time to time at the date of adoption of these Articles) shall apply to the company save in so far as they are excluded or varied by these Articles.

1.2 In these regulations and in the regulations of Table A that apply to the company:

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

"the Articles" means the Articles for the time being of the company;

"office" means the registered office for the time being of the company;

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"the seal" means the common seal of the company;

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland.

1.3 Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the company bear the same meaning as in the Act but excluding any statutory modification of it not in force when these regulations become binding on the company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons or people shall include also corporations, companies and unincorporated associations.

1.4 The headings in these regulations are for convenience only and shall be ignored in construing and interpreting the language or meaning of the Articles. Regulation 1 of Table A shall not apply.

2 Private company

2.1 The company is a private company within the meaning of Section 1 of the Act and accordingly no shares in or debentures of the company shall be offered to the public (whether for cash or otherwise) and the company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

3 Share capital

3.1 The share capital of the Company is £1,000 divided into 1000 ordinary shares of £1.00 each.

3.2 Subject to the provisions of the Act and without prejudice to Article 3.3:

3.2.1 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the company or the holder of such shares on such terms and in such manner as may be provided by the Articles;

3.2.2 the company may purchase any of its shares (including any redeemable shares); and

3.2.3 the company may make a payment in respect of the redemption or purchase of any of its shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

4. **Allotment of shares**

4.1 The directors of the Company will have full control of the shares which are part of the Company's authorised share capital. During the five years from the date of incorporation they may allot these shares and other relevant securities to people on terms and conditions as they see fit. However, the directors may not issue more shares than are comprised in the authorised share capital. After the five year period the directors may allot the shares under any agreement or offer to do so which was made before the five year period ended. This authority may at any time be revoked, varied or renewed by ordinary resolution of the Company.

4.2 Unless there is a special resolution to direct otherwise, the Company will offer shares which the directors propose to allot and which are not part of the Company's authorised share capital when the Company became a corporation to the shareholders of the Company in proportion to the number of shares the shareholders already hold. The Company will offer these shares by notice for a limited period of at least 14 days after which time the offer will lapse. After that period the Company will offer any remaining shares to those who have already accepted all the shares the Company has offered them in proportion to the number of shares held before the original offer was made.

4.3 There may be shares left over which the Directors cannot offer under the above provisions except as fractions. The directors may deal with these shares or with any shares released by special resolution (see above) as they think fit. However, the directors must not dispose of these shares on terms which are more favorable than the terms on which they were offered to the shareholders.

4.4 Article 4.2 has effect subject to Sections 80 (which defines how the directors may be authorised to allot shares), 80A (which defines how the duration of the authority may be extended) and 379A (which deals further with the extension of the authority) of the Act.

4.5 Under Section 91 (1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act do not apply to the Company.

5. **Transferring shares**

5.1 The directors may refuse to register a transfer of any share. They do not have to give any reasons for refusing. The first sentence of Regulation 24 of Table A which refers to partly paid shares only does not apply.

6. **Transmission of shares**

6.1 Regulation 31 of Table A does not apply to the Company and the following Article 6.2 applies instead.

6.2 If a shareholder dies or is declared bankrupt, the person who receives his shares will have the same rights as the shareholder except that until registered as the new shareholder, that person will not be entitled to attend and vote at any company meeting (also known as a shareholders' meeting) or at a meeting of the holders of the relevant class of shares (if there is more than one

class). If the Company is without directors for any reason however the new shareholder will be entitled to vote on any resolution to appoint a new director before being registered as a shareholder.

7 Lien

- 7.1 The company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, 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 for all moneys presently payable by him or his estate to the company, whether he shall be the sole registered holder of it or shall be one of several joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The company's lien, if any, on a share shall extend to all dividends payable on it. Regulation 8 of Table A shall not apply.

8. Transfer of shares

- 8.1 The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share, whether or not it is fully paid, and they may refuse to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless:

8.1.1 it is lodged at the office or at such place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;

8.1.2 it is in respect of only one class of shares; and

8.1.3 it is in favor of not more than four transferees.

- 8.2 No share shall be transferred to any infant, bankrupt or person of unsound mind.

- 8.3 Regulation 24 of Table A shall not apply.

9 Variation of rights

- 9.1 If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class.

- 9.2 To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

- 9.3 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally with them.

10 General meetings and resolutions

- 10.1 Regulations 40 and 41 of Table A do not apply to the Company and articles 10.2 and 10.3 apply instead.

- 10.2 There must be a quorum present before a meeting starts to do business and throughout the meeting. A quorum is two people entitled to vote on the business. Each person must be a

shareholder, a proxy for a shareholder or an authorised representative of a corporation. However, if the Company has only one shareholder, that shareholder in person or by proxy will be a quorum.

10.3 If there is no quorum present within half an hour of the time the meeting is due to start, the meeting will be adjourned until the same day the next week at the same time and place or to any other day, time and place the directors decide. If there is no quorum present at the adjourned meeting within half an hour of the time it is due to start that meeting will be dissolved.

10.4 Regulation 100 of Table A outlines the requirements of the directors to keep minutes of meetings and certain events. In addition the directors must record in the minute book of the Company:

10.4.1 all decisions taken by a sole shareholder where there is only one shareholder; and

10.4.2 all written resolutions the Company has passed.

11 Appointment and retirement of directors

11.1 Regulation 64 of Table A setting out the maximum and minimum number of directors does not apply to the Company.

11.2 The Company will decide by ordinary resolution the maximum and minimum number of directors. If the Company does not announce a decision there will be no maximum number of directors and the minimum number will be one. If there is only one director, that director will be able to exercise all the directors' powers set out in Table A and these articles. Regulation 89 of Table A regarding the number of directors which constitutes a quorum is modified accordingly.

11.3 Directors do not have to retire at any specific time. Regulations 73 to 77 (inclusive) and Regulation 80 of Table A regarding the retirement of directors do not apply to the Company. In Regulation 78 the words 'and may also determine the rotation in which any additional directors are to retire' are deleted.

12 Alternate directors

12.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Save as otherwise provided in these Articles, unless he is already an officer of the company in his own right, an alternate director shall not, as such, have any rights other than those mentioned in Article 12.2.

12.2 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, and to attend, speak and vote at any such meeting at which the director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom. A director present at such meeting and appointed alternate director for any other directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointers absent from the meeting. An alternate director shall not be entitled to receive any remuneration from the company for his services as an alternate director.

12.3 An alternate director shall cease to be an alternate director if his appointer ceases to be a director; but, if a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

12.4 Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

12.5 Without prejudice to sub-article 12.2 and save as otherwise provided in the Articles, an alternate

director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

12.6 Regulations 65 to 69 (inclusive) shall not apply and Regulation 88 shall be modified accordingly.

13 Powers of directors

13.1 The Directors may sanction the exercise by the company of all the powers of the company to make provision for the benefit of persons (including directors) employed or formerly employed by the company or any subsidiary of the company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or any such subsidiary as are conferred by section 719 of the Act and the IA 1986, s 187 and, subject to such sanction, the directors may exercise all such powers of the company.

13.2 When one director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the company as are conferred on the directors by the Articles.

14 Disqualification of directors

14.1 A Director who can no longer manage or administer his affairs because of illness or injury must leave his office. Regulation 81 of Table A listing the events where directors must retire from office is modified accordingly.

15 Directors' interests

15.1 Provided that a director declares his interest in a contract or arrangement or proposed contract or arrangement with the company in manner provided by Section 317 of the Act he shall be counted in the quorum of any meeting of directors at which it is considered and shall be entitled to vote as a director in respect of it. Regulation 94 of Table A shall not apply.

16 Directors' gratuities and pensions

16.1 The directors shall have power to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any director or former director of the company or any subsidiary or holding company of the company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such director ceases to hold office or employment). A director may vote at a meeting of directors in respect of any matter referred to in this article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply.

17. Proceedings of directors

17.1 Directors and directors' committee members can take part in meetings by conference telephone call or other means of telecommunication as long as everyone involved in the meeting can hear each other. Directors and directors' committee members taking part in this way will be considered present at the meeting and will be entitled to vote and be counted in the quorum. The meeting will be recorded as taking place where the largest group of those taking part is gathered. If there is no such group, the meeting location will be recorded as the place where the chairman of the meeting is.

18 Dividends

18.1 The directors may retain the dividends payable upon shares in respect of which any person is entitled to become a member under the provisions as to the transmission of shares contained in these Articles, or which any person under those provisions is entitled to transfer, until that person shall become a member in respect of these shares or shall duly transfer them, in this case subject to Article 5. Regulation 31 of Table A shall be modified accordingly.

- 18.2 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect of it. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the company. Regulation 108 of Table A shall not apply.

19 **Borrowing powers**

- 19.1 The directors may use all the powers of the Company to borrow unlimited amounts of money on terms and in such a way as they think fit. Subject to Sections 80, 80A and 379A of the Act, they may also agree to a mortgage, charge or security over the business of the Company, its property and uncalled capital. They may issue debentures, debenture stock and other securities outright or as security for a debt, liability or obligation of the Company or any third party.

20 **Notices**

- 20.1 Any notice given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing. Any notice given by or on behalf of any person to the company may be given by leaving it at or by sending it by post to the office or such other place as the directors may appoint. Regulation 111 of Table A shall not apply.
- 20.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. Regulation 115 of Table A shall not apply.

21 **Indemnity**

- 21.1 Subject to section 310 of the Act, all the directors, officers and auditors of the Company will be entitled to payments from the funds of the Company or insurance policies to cover any costs, charges or losses they have to pay in carrying out their duties.

22 **Share certificates**

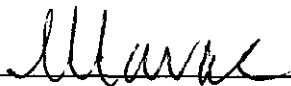
- 22.1 In the second sentence of Regulation 6 of Table A with regard to the entitlement and issue of share certificates the words 'shall be sealed with the seal and' are deleted. Share certificates can only be issued if approved by the directors or a directors' committee. The share certificates must be signed by one director and the company secretary or two directors.

23 **Company seal**

- 23.1 Regulation 101 of Table A regarding use of the company seal does not apply to the Company. The Company does not need to have a company seal. If the directors decide that the Company should, the seal must only be used with the approval of the directors or of a directors' committee. The directors may decide who should sign any document the seal is attached to. Unless they make a specific decision, this will be a director and the company secretary or two directors.

NAMES AND ADDRESSES OF SUBSCRIBERS

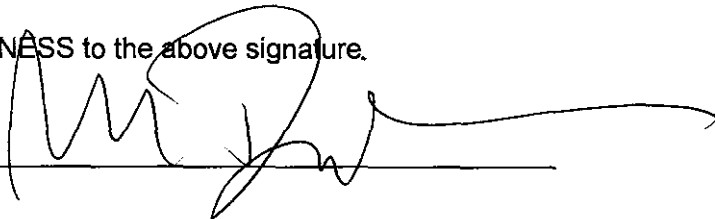
Signed: _____



Neil Large
Royal House
110 Station Parade
Harrogate
HG1 1EP

DATED 20th November 2006

WITNESS to the above signature.



Russell M Davidson
Royal House
110 Station Parade
Harrogate
HG1 1EP