



00015902

DUPLICATE FOR THE FILE



NI41772

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS

L&B (NO 9) LIMITED

was incorporated as a limited company
under the Companies (Northern Ireland) Order 1986
on the TWENTY-SECOND day of OCTOBER 2001
AND WHEREAS by written resolution of the Company it has
changed its name;

NOW THEREFORE I hereby certify that the Company is a
limited company incorporated under the name of
ALMAC TRUSTEES LIMITED

Given under my hand at Belfast, this EIGHTH
day of JANUARY Two Thousand and TWO

F. Brown

for Registrar of Companies for
Northern Ireland

Certificate
received by

Recorded Delivery
LNCC

Date

9/1/02

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L740

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L&B (NO 9) Limited

Company Number NI 41772

REGISTERED - 8 JAN 2002 <i>LMCC</i>	Private Company Limited by Shares WRITTEN RESOLUTION Pursuant to Articles 48 and 49 of the Companies (No.2) (Northern Ireland) Order 1990
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RECEIVED
- 7 JAN 2002

Pursuant to Article 389A of the Companies (Northern Ireland) Order 1986 (as amended by Article 48 of the Companies (No.2) (Northern Ireland) Order 1990) the following subjoined Special Resolutions are hereby passed as a Written Resolution of the Company:

1. Special Resolution (Changing the Company's Name)

THAT pursuant to the provisions of Article 38 of the Companies (Northern Ireland) Order 1986 the name of the Company be and is hereby changed to "Almac Trustees Limited".

2. Special Resolution (Altering the Object's Clause)

(a) THAT pursuant to the provisions of the Article 15 of the Companies (NI) Order 1986 that the main objects clause of the Company be altered as follows:

- "3 (a)(i) To act as trustee of and/or nominee in respect of share schemes for the purpose of encouraging or facilitating the holding of shares or debentures in any company by or for the benefit of employees or ex-employees of such company or any subsidiary or holding company of such company or subsidiary of such holding company or by or for the benefit of any wife, husband, widow, widower, child or stepchild of such employees or ex-employees or in respect of pension or superannuation schemes under declarations of trust or under a trust for the purpose of securing payments of pensions and other benefits to employees, ex-employees, directors or ex-directors or such other persons as aforesaid of any person, firm, company, society, body or authority and to undertake any duties in relation to or arising from any such trust.
- (ii) To undertake the office of trustee, executor, administrator, committee manager, attorney, delegate, substitute, treasurer and any other office or situation of trust or confidence and to perform and discharge the duties and functions incidental thereto, and generally to transact all kinds of trust and agency business either gratuitously or otherwise.

- (iii) To act as agents and brokers and to transact and carry on all kinds of agency business in or in relation to share schemes for employees or ex-employees or their respective wives, husbands, widows, widowers, children or step-children.
 - (iv) Generally to carry out all such operations and transactions as an individual trustee may lawfully undertake and carry out.
 - (v) To undertake and carry out the office of nominee, trustee, custodian trustee, executor, administrator, liquidator, receiver, committee, or attorney and any other office or situation of trust or confidence and to perform and discharge the duties and functions incidental thereto including the duties of a custodian trustee and generally to undertake and transact all kinds of trust and agency business including the undertaking of all duties normally undertaken by a trust corporation, either gratuitously or otherwise and for the purpose aforesaid, to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of or grant any rights or interests in, over or upon any real or personal property of any kind whatsoever and to undertake and carry on any business undertaking or transaction and in the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require.
 - (vi) To do and execute all such acts and things, deeds and instruments as may be necessary to enable the Company to carry out its duties as aforesaid, and to make deposits, enter into recognisances and bonds and otherwise give security for the due execution of any such offices and functions as aforesaid".
- (b) THAT pursuant to the provisions of Article 15 of the Companies (NI) Order 1986 the final paragraph in the objects clause be altered as follows:-

"AND it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause shall be separate and distinct objects of the Company and none of the provisions set forth in this Clause shall be restrictively construed but the widest interpretation shall be given to such provision, and they shall not be in anywise limited or restricted by reference to any other paragraph or the order in which the same occur or the name of the Company".

3. Special Resolution (Altering the Memorandum)

THAT pursuant to the provisions of Article 28 of the Companies (NI) Order 1986 the following clause be inserted in the Memorandum as follows:-

"The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such rights of preference, whether in respect of dividend or repayment of capital or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right, or without any right of voting, and generally on such terms as the Company from time to time determine."

SIGNED by, or by the duly authorised representatives on behalf of, all the members of the Company who at the date of the resolution (being the date of when the resolution as signed by, or on behalf of, the last person to sign) would be entitled to attend and vote at a General Meeting of the Company had the resolution been out to such a meeting:

Signature: Aime Marie Inel.

Date of Signature: 31/12/01

Signature: Luise Lough.

Date of Signature: 31/12/01

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