

CERTIFICATE OF INCORPORATION

No. 54675

I hereby certify that

Dawson International Overseas Investments Limited

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the 7 December 1973

Registrar of Companies

No. of Company 24675/1

Form No. 41
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company ... DAWSON INTERNATIONAL OVERSEAS INVESTMENTS Limited*

I, David Birrell
of 28 Charlotte Square, Edinburgh

Do solemnly and sincerely declare that I am (see note (a) below) a Solicitor engaged
in the formation

of DAWSON INTERNATIONAL OVERSEAS INVESTMENTS
..... Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Edinburgh

the 28th day of November

one thousand nine hundred and 73

before me.

C. N. Allan
* Commissioner for Oaths (see note (b) below)
Notary Public

(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

Presented by: Dundas & Wilson, C.S.,
Davidson & Syme, W.S.,
28 Charlotte Square,
Edinburgh EH2 4 EZ

Presentor's reference: DB/RLB

54674

THE COMPANIES ACTS 1948 to 1967

1/2

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

DAWSON INTERNATIONAL OVERSEAS INVESTMENTS LIMITED

- I. The name of the Company is " DAWSON INTERNATIONAL OVERSEAS INVESTMENTS LIMITED"
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are:—
 - (1) (A) To acquire, hold and control either beneficially or as a nominee the whole or any part of the shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, and obligations issued or guaranteed by any company constituted or carrying on business abroad or in the United Kingdom and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local (B) or otherwise, whether at home or abroad.

(B) To acquire any such shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds or loans by original subscription, underwriting, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and to vary, transpose, dispose (etc) of or otherwise deal with from time to time as may be considered expedient any of the Company's investments for the time being, and to buy and sell foreign exchange.
 - (2) To promote, establish, develop and carry on any other business or businesses whether ejusdem generis with those before specified or not 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 Company's properties, assets or rights.

(3) /

- (3) To acquire the goodwill and assets and to undertake the whole or any part of the business of any person, firm or company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for the business, goodwill and assets acquired or for the acts and things aforesaid, any shares, stock, debentures or other securities that may be agreed upon, and to hold, retain, sell, mortgage and deal with any shares, stock, debentures or other securities so received.
- (4) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any interest, rights or privileges which the Company may think necessary or convenient for the purposes of its business or the furtherance of its objects, and in particular any land, buildings, easements, apparatus, machinery, plant and stock-in-trade; and also to sell, feu, lease, let, exchange or otherwise dispose of and deal with the lands, buildings and other heritages, real and personal property of the Company or any part thereof or any interest therein, and also to construct, maintain, extend, alter or repair any buildings, machinery or works necessary or convenient for the purposes of the Company.
- (5) To enter into any arrangement with any Governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any licences, rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, licences, rights, privileges and concessions.
- (6) To apply for, take out, obtain, purchase and otherwise acquire any patents, trade marks, licences, concessions and the like conferring any exclusive or absolute or non-exclusive or limited right to use, or any secret or other information regarding any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to expend money in experimenting upon and adjusting and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire and to use, exercise, develop, sell or otherwise dispose of or turn to account any such patents, trade marks, licences, concessions and the like and information aforesaid.

(7)/

- (7) To adopt such means of making known the activities of the Company as may seem expedient, and in particular by advertising in newspapers and periodicals, on television, and by issuing catalogues and circulars.
- (8) Subject to the provisions of Section 54 of the Companies Act 1948, to lend and advance money or give credit to any person, firm or company, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, or to agents acting for or representing the Company, and also to give guarantees or become security for any such person, firm or company.
- (9) To receive from any person, firm or company, including shareholders and Directors of the Company, money or securities on deposit, at interest or for safe custody or otherwise.
- (10) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the heritable and moveable, real and personal property (present and future) and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee and secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any company which is for the time being the Company's holding Company (as defined by Section 154 of the Companies Act 1948).
- (11) To draw, make, accept, endorse, discount, execute and issue cheques, bank drafts, bills of exchange, promissory notes, debentures, bills of lading and other negotiable or transferable instruments.
- (12) To make payment for any property or assets acquired by the Company and to remunerate any person, firm or company rendering services to the Company either 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.
- (13) To promote any company or companies for the purpose of taking over, acquiring or working any of the property, rights and liabilities of the Company, or for the purpose of carrying on any business which the Company/

Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company, with power to assist such company or companies in every way, but especially by taking shares, providing capital and paying preliminary expenses.

- (14) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform contracts or subcontracts and to act in any business of the Company through or by means of agents, brokers, subcontractors or others.
- (15) To grant donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any subsidiary company of the Company or of the predecessors of the Company in business or of any such subsidiary company or the relations, wives, widows, families or dependants of any such persons; and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or its members; and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them; and to form or subscribe to any association, institution or fund for protection of the interests of masters, owners or employers for insurance against loss by bad debts, strikes, workmen's combinations, fire, accidents, war risks or otherwise.
- (16) To procure the Company to be registered or recognised in any foreign country or place.
- (17) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency, of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.

(18)/

- (18) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (19) To subscribe or guarantee money for any national, charitable, benevolent public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (20) To sell or otherwise dispose of the whole or any part of the undertaking, property and assets of the Company either together or in portions for any consideration (cash or otherwise) as the Company may think fit, and in particular for shares, debentures, debenture stock or other securities of a purchasing company.
- (21) To distribute among the members of the Company in specie any property or assets of the Company, and in particular shares, debentures or other securities of other companies belonging to the Company, or of which the Company may have the power to dispose, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (22) To indemnify and secure any company, firm or person against debt or liability incurred or undertaken for behoof of the Company or against any costs, losses or expenses in connection with the business or the affairs of the Company.
- (23) To do all other such things as are incidental or conducive to the attainment of the above objects or any of them and to carry out the objects of the Company as principals, agents, trustees or otherwise and by or through agents, subcontractors, trustees or otherwise and either alone or in conjunction with others.
- (24) To pay all the expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company, and any company promoted by the Company or any company in which the Company is or may contemplate being interested including in such expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company; and to pay any brokerage, discount and other expenses which may be deemed expedient for placing all or any of the Company's shares and debentures, or other obligations.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as the context expressly so requires) shall be separate and distinct objects of the Company and shall not be in any wise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- IV. The liability of the members is limited.
- V. The Share Capital of the Company is £ 100 divided into 100 shares of £ 1 each.

Whenever the Share Capital of the Company is divided into several classes of shares, the special rights and privileges attached to any class may, at any time, as well before as during liquidation be affected, altered, modified or abrogated in manner provided by the Articles of Association of the Company for the time being, but not otherwise.

WE, the several persons whose names, addresses and descriptions 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, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Janet H. Stewart 28 Charlotte Square Edinburgh. Secretary	One
Joan M. Bryce 28 Charlotte Square Edinburgh Secretary	One

DATED the 27th November 1973

Name, address and description of witness to the above Signatures:-

Roderick Lawrence Bruce
28 Charlotte Square
Edinburgh
Solicitor

COMPANY LIMITED BY SHARES

Articles of Association

OF

DAWSON INTERNATIONAL OVERSEAS INVESTMENTS LIMITED

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule of the Companies Act 1948 (hereinafter referred to as "Table A Part I"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company and Regulation 1 of Table A Part I shall apply to the construction of these Articles. Part II of the said Table A shall not apply to the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:—
 - (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
 - (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were, while in that employment, and have continued, after the determination of that employment, to be members of the Company) shall be limited to fifty; Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this paragraph, be treated as a single member.
 - (C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.
 - (D) The Company shall not have power to issue share warrants to bearer.

SHARE CAPITAL/

SHARE CAPITAL

3. Save as the Company may by Ordinary Resolution otherwise direct the shares of the Company shall be under the control of the Directors, who may allot and dispose of them to such persons, at such times, in such manner and with such rights and priorities and subject to such restrictions whether in regard to dividend, voting, return of capital or otherwise as they think fit, provided that no shares shall be issued at a discount except as provided by the Act. Shares may be issued at par or at a premium.

LIEN

4. The liens given by Regulation 11 of Table A Part I shall extend to every share in the capital of the Company whether fully paid or not.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

FORFEITURE AND TRANSMISSION OF SHARES

6. The notice referred to in Regulation 33 of Table A Part I shall also require the payment of all expenses that may have been incurred by the Company by reason of the non-payment of any call or instalment of a call on the day appointed for the payment thereof and the said Regulation 33 shall be modified accordingly.
7. The notice referred to in Regulation 34 of Table A Part I shall also state the place at which the payment required by such notice is to be made and the said Regulation 34 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

8. At the end of Regulation 52 of Table A Part I (after the word "Auditors") the words "and the fixing of the remuneration of the Directors" shall be added.
9. Two members present in person or by proxy or by representative appointed under Regulation 74 of Table A Part I shall be a quorum at any General Meeting. Regulation 53 of Table A Part I shall be modified accordingly.
10. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A Part I shall be modified accordingly.

11./

11. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more persons.
12. No resolution not previously approved by the Board shall be moved by any member other than a Director at a General Meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the Company's office three clear days previous to such meeting.

DIRECTORS

13. Unless and until otherwise resolved in accordance with Regulation 94 of Table A Part I the number of directors shall not be less than two nor more than ten. The first directors shall be appointed in writing by the subscribers of the Memorandum of Association. Regulation 75 of Table A Part I shall not apply to the Company.
14. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A Part I shall not apply to the Company.

BORROWING POWERS

15. The proviso to Regulation 79 of Table A Part I shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

16. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4), and (5) of Regulation 84 of Table A Part I shall not apply to the Company.

17. It shall not be necessary for any Director present at any meeting of the Directors or of a committee of Directors to sign his name in a book kept for that purpose and Regulation 86 of Table A Part I shall be modified accordingly.
18. The office of a Director shall be vacated in any of the following events, namely:-
- (A) If he becomes prohibited by law from acting as a Director.
 - (B) If (not being a Managing Director holding office as such for a fixed term) he resign by notice in writing.
 - (C) If he become bankrupt or compound with his creditors generally.
 - (D) If he become of unsound mind.
 - (E) If he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.
 - (F) If he be requested in writing by all his co-directors to resign.
- Regulation 88 of Table A Part I shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

19. A Resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in like form each signed by one or more of the Directors. Regulation 106 of Table A Part I shall not apply to the Company.

ALTERNATE DIRECTORS

20. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person approved by the Directors to be his alternate Director and may in like manner at any time terminate such appointment.
- (B) The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director or (ii) if he has a receiving order made against him or compounds with his creditors generally or (iii) if he becomes of unsound mind. His appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director.
- (C)/

- (C) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purpose of these Articles.
- (D) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

INDEMNITY

21. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A Part I shall be extended accordingly.

Names, Addresses and Descriptions of Subscribers

Janet H. Stewart
28 Charlotte Square
Edinburgh Secretary

Jean M. Bryce
28 Charlotte Square
Edinburgh Secretary

DATED the 27th November 1973

Name, address and description of witness to the above Signatures:-

Rebecca Lawrence Bruce
28 Charlotte Square
Edinburgh
Secretaries

No. of Company 54675/15

Form No. 103
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of members is kept or of any change in that place

Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company Dawson International Overseas Investments Limited

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948
that the register of members of the company is kept at

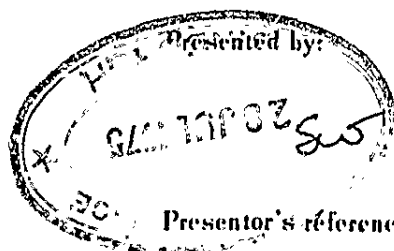
Loch Leven Mills, Kinross KY13 7DH

* Delete "Limited" if not applicable

Signed for as per

State whether
Director or Secretary Secretary

Date 25th July 1975



No. of Company 54675 / 16

Form No. 192
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where a register of holders of debentures
or a duplicate thereof is kept or of any change in that place

Pursuant to Section 86(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company Dawson International Overseas Investments Limited*

hereby gives you notice, in accordance with subsection (3) of Section 86 of the Companies Act 1948 that
a register of holders of debentures of the company is kept at

Loch Leven Mills, Kinross KY13 7DH

*Delete "Limited" if not applicable

Signed [Signature]

State whether
Director or Secretary Secretary

Date 25th July 1978

Presented by:

The Secretary
Dawson International Ltd.
Loch Leven Mills
Kinross KY13 7DH

Presenter's reference:

No. of Company ... 54675 / 17

Form No. R6
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

**Notice of place where register of directors' interests
in shares in, or debentures of, a company or its
associated companies is kept or of any change in that place.**

Pursuant to Section 29(8) of the Companies Act 1967

Name of Company ... Dawson International Overseas Investments limited*

To the Registrar of Companies

The above-named company hereby gives you notice, in accordance with Subsection (8) of Section 29 of the Companies Act 1967, that the register of directors' interests in shares in, or debentures of, the company or any associated companies is kept at

Loch Leven Mills, Kinross KY13 7DH
.....
.....
.....

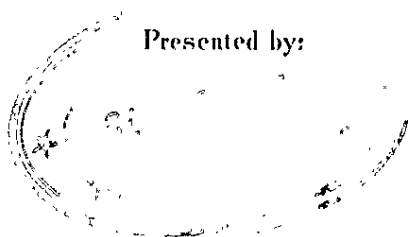
**Delete "limited" if not applicable*

Signed [Signature]

State whether
Director or Secretary Secretary

Date 25th July 1975

Presented by:



Presentor's reference:

The Secretary
Dawson International Ltd.
Loch Leven Mills
Kinross KY13 7DH

No. of Company

54675/18

THE COMPANIES ACTS 1948 TO 1967

NOTICE OF PLACE WHERE COPIES OF DIRECTORS' WRITTEN SERVICE
CONTRACTS OR MEMORANDUMS THEREOF ARE KEPT OR OF ANY CHANGE
IN THAT PLACE

Pursua * to Section 26(3) of the Companies Act 1967

Name of Company Dawson International Overseas Investments Limited

To the Registrar of Companies

The above-named company hereby gives you notice, in accordance with subsection (3) of Section 26 of the Companies Act 1967, that copies of Directors' written service contracts or memorandums thereof are kept at Loch Leven Mills Kinross KY13 7DH

.....

.....

.....

Signed

[Signature]

State whether Director or Secretary

Secretary

Date

25th July 1975

Presented by:

The Secretary
Dawson International Ltd,
Loch Leven Mills
Kinross KY13 7DH

SW

Presenter's reference:

G

COMPANIES FORM No. 353

353

Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is and has since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

* insert full name of company

To the Registrar of Companies

For official use

Company number

[] [] [] []

54675

Name of company

DAWSON INTERNATIONAL OVERSEAS
INVESTMENTS LIMITED

gives notice that the register of members is [now] kept at:

9 CHARLOTTE SQUARE
EDINBURGH
Postcode EH2 4OR

† delete as appropriate

Signed

W. J. Somerville

[Director] [Secretary] † Date 28th September 1987

Presentor's name address and reference (if any):

M.G. Smith
Dawson International plc
Loch Leven Mills
Kinross
KY13 70H

For official Use
General Section

Post room

C.R.O. EDINBURGH
1 OCT 1987
GN