



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 76328

I hereby certify that

TINORD LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as a private company and that the Company is limited.

Given under my hand at Edinburgh the 19 October 1981

D.E.D. Reulstam

Registrar of Companies

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41

Please do not write in this binding margin



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

Insert full name of Company

Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] []

[] 76328 []

Name of Company

TINORO LIMITED

Stephen Mabbott

24 Castle Street

of EDINBURGH

I, A Director of the Company in the statement delivered under section 21 of the Companies Act 1976

of TINORO LIMITED

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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

Signature of Declarant

the 29th day of September 1981.

One thousand nine hundred and

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Prsessor's name, address and reference (if any):

For official use

New companies section

Post room

Witnessed by the undersigned at Edinburgh on the 29th day of September 1981

Companies Registration
2 OCT 1981
GMA



Printed & Supplied by
Jordan & Sons Limited Legal and Information Services, Printers and Publishers,
Jordan House, 47 Brunswick Place, London E11 6EE. Telephone. 01-253 3036 Telex 261010

Our Ref



THE COMPANIES ACTS 1948 to 1980

76328/2

COMPANY LIMITED BY SHARES

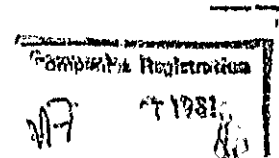
T116

MEMORANDUM OF ASSOCIATION OF TINORG LIMITED

1. The name of the Company is " TINORG LIMITED
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
(a) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms, in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto.

01-2503400

01-2503400



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, 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 and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on 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 partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

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

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien 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.

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

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) 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 charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the 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 or securities of any such company as aforesaid.

(o) 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.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To pay all or any expenses incurred in connection with 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 or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

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

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-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 Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so

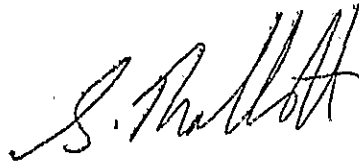
requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided
into 100 shares of £1 each.

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

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--------------------------------------------------	-------------------------------------------



Stephen Mabbott,
24 Castle Street,
Edinburgh.
Company Registration Agent.

- One



Andrew Cockburn,
24 Castle Street,
Edinburgh.
Company Registration Agent.

- One

Dated 25th SEPTEMBER 1981

Witness to the above Signatures:- Iain Daniels,
24 Castle Street,
Edinburgh.
Company Registration Agent.



THE COMPANIES ACTS 1948 to 1980

76328/3

COMPANY LIMITED BY SHARES

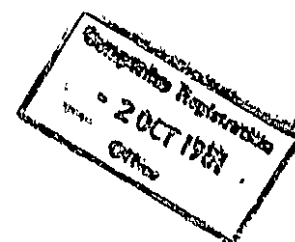
ARTICLES OF ASSOCIATION OF TIVORD LIMITED

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

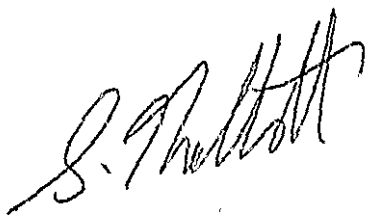
2. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

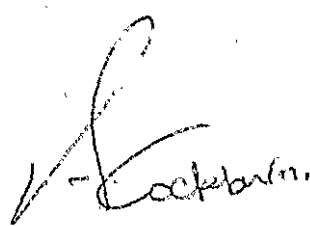
3. The Directors are unconditionally authorised, for the purposes of Section 14 of the Companies Act 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17(9) of the Companies Act 1980, Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.



Names, addresses and descriptions of Subscribers



Stephen Mabbott,
24 Castle Street,
Edinburgh.
Company Registration Agent.



Andrew Cockburn,
24 Castle Street,
Edinburgh.
Company Registration Agent.

Dated 25th SEPTEMBER 1981

Witness to the above Signatures:- Iain Daniels,
24 Castle Street,
Edinburgh.
Company Registration Agent.





Please do not
write in this
binding margin



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

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Company number

76328/5

Name of Company

TINORN	Limited*
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The intended situation of the registered office of the company
on incorporation is as stated below

24 Castle Street
EDINBURGH

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

Oswalds of Edinburgh Limited
Company Registration Agents
24 Castle Street,
Edinburgh

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

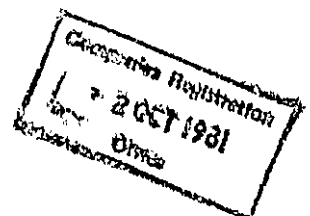
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Presenter's name, address and
reference (if any):

Oswalds of Edinburgh Limited
Company Registration Agents
24 Castle Street,
Edinburgh

For official use
General section

Postroom



name(s) and particulars of the person who is, or the persons who are, be the first director or directors of the company are as follows:

Please do not write in this binding margin.



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Stephen Mabbott	Business occupation	Registration Agent
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	24 Castle Street EDINBURGH	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	None		
I hereby consent to act as director of the company named on page 1			
Signature		Date 29.9.81	

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

not
this
margin

Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7) Andrew Cockburn

Former name(s) (note 3) None

Address (notes 4 & 7) 24 Castle Street
EDINBURGH

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

Signature [Signature]

Date 29th Sept. 1981

Name (notes 2 & 7)

Former name(s) (note 3)

Address (notes 4 & 7)

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

Signature

Date

is required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum

delete as
appropriate

Signature

[Signature]
Secretaries of Edinburgh Limited
Company Registration Agents
24 Castle Street,
Edinburgh

~~XXXXXX~~ [Subscriber] [Agent]† Date 29th September 1981

Signature

[Subscriber] [Agent]† Date



DEPARTMENT OF TRADE AND INDUSTRY
COMPANIES REGISTRATION OFFICE

102 George Street Edinburgh EH2 3DJ

Telephone 031-225 5779 ext 42

Tinord Limited
80 Iona Street
EDINBURGH EH6 8RU

Your reference

Our reference
DISS 5/76328

Date 25.3.86

COMPANIES ACT 1985

In pursuance of section 652(3) of the Act the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of the company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

A. Gallagher
for Registrar

DISS 5

RE 330296/5 1m 4/85 TBL

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1115

76328

Name of company

* TINORD LIMITED.

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

31 10

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][~~extended~~]† and [is to be treated as having come to an end][~~will come to an end~~]† on

Day Month Year

31 10 1986

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____, company number _____ the accounting reference date of which is _____

Signed

X John Brooks

Director

[Director][Secretary]† Date

23/12/86

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

SCOTT OSWALD & CO.
CHARTERED ACCOUNTANTS
11 FINE TOWER
EDINBURGH. CITY 120

71 03/004

For official Use
General Section

Post room

GW

NUMBER OF COMPANY 76328

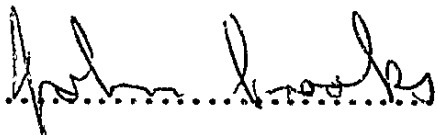
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THE COMPANIES ACT 1985

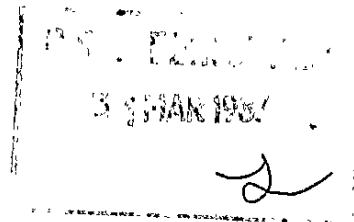
SPECIAL RESOLUTION OF TINORD LIMITED

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 1 Royal Terrace, Edinburgh, EH7 5AD on the seventeenth day of March 1987 the following SPECIAL RESOLUTION was passed:-

THAT the company is specifically allowed to carry on the business of a property holding and investment company and is allowed to engage in property development activities.

..... J. CROOKS Director

17th March, 1987



76328

NUMBER OF COMPANY 76328

THE COMPANIES ACT 1985

SPECIAL RESOLUTION OF TINORD LIMITED

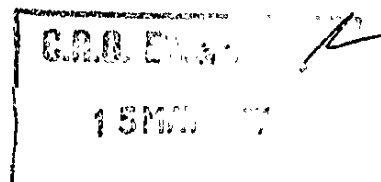
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 1 Royal Terrace, Edinburgh, EH7 5AD on the twenty third day of April, 1987 the following SPECIAL RESOLUTION was passed:-

THAT Clause 3(a) of the Memorandum of Association of the company be cancelled and the following substituted:

- (a) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of a property holding and investment company whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto.

John Crooks J. CROOKS Director

23rd April, 1987





COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

76328

Name of company

* TINORD LIMITED

* insert full name of company

Note
Please read notes 1 to 4 overleaf before completing this form

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day	Month
30	04

† delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ ^{SHORTENED} ~~extended~~ ^{WILL COME TO AN END} and ~~(STET)~~ ^(STET) on

Day	Month	Year
30	04	1988

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____
_____, company number _____
the accounting reference date of which is _____

Signed

John Brooks

[Director][Secretary]† Date

26/10/87

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

SCOTT OSWALD & CO. CHARTERED ACCOUNTANTS 1 ROYAL TERRACE EDINBURGH EH7 5AB

T103/CD4

For official Use
General Section

Post room

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