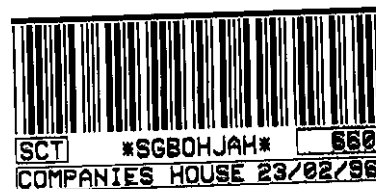


SC160821.

Memorandum
and
New
Articles of Association
of
CastleInternational Asset Management Limited

C

Semple Fraser W.S.
130 St. Vincent Street
Glasgow G2 5HF





CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

Company No. 160821

The Registrar of Companies for Scotland hereby certifies that

CASTLEROCK CAPITAL MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of

CastleInternational Asset Management Limited.

Given at Companies House, Edinburgh, the 14th February 1996


Registrar Of Companies



C O M P A N I E S H O U S E



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 160821


The Registrar of Companies for Scotland hereby certifies that

M M & S (2289) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

CASTLEROCK CAPITAL MANAGEMENT LIMITED

Given at Companies House, Edinburgh, the 21st November 1995


for Registrar Of Companies



C O M P A N I E S H O U S E



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

Company No. 160821

The Registrar of Companies for Scotland hereby certifies that

M M & S (2289) LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 4th October 1995


Registrar Of Companies



C O M P A N I E S H O U S E

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CastleInternational Asset Management Limited

1. The Name of the Company is "CastleInternational Asset Management Limited" (hereinafter called "the Company").
2. The Registered Office of the Company will be situate in Scotland.
3. The Objects for which the Company is established are**:-
 - (i) (a) To carry on the business of managing, holding, dealing in and advising upon shares, stocks, bonds, debentures and other instruments of indebtedness, investments and securities of whatsoever nature and form for investment trusts, unit trusts, open-ended investment companies, financial, commercial and industrial companies, property companies, charitable trusts, corporations, pension funds, trades unions, private individuals and any other persons and to exercise all rights, powers and privileges of ownership thereof.
 - (b) To carry on any other business whatsoever similar to the main business of the Company, as specified in sub-clause (a) hereof, or which can be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such main business as aforesaid, or is calculated directly or indirectly to develop any branch of the business of the Company or to increase the value of or render more profitable any of the assets, properties or rights of the Company.

**Amended by Special Resolution passed on 21 November 1995.

- (c) To carry out the objects of the Company as principals, agents, trustees or otherwise, either alone or in conjunction with others, and likewise to do all such other things as are incidental or may be thought conducive to the attainment of the objects of the Company, and in particular and without prejudice to this generality, in aid of and for the purposes of the Company.
- (ii) To acquire, establish and carry on any other business which the Company may consider desirable to be carried on in connection with its said businesses or any of them, whether similar to or connected with any of their said businesses or not, and to enter into any transaction which the Company may consider desirable or in any way auxiliary to the business thereof, or proper to be carried on or entered into in connection therewith.
- (iii) To purchase, feu, take on lease or in exchange, hire or otherwise acquire any property, heritable or moveable, real or personal and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
- (iv) To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, warehouses, factories, mills, workshops, sheds, machinery, engines, tools, roads, railways, docks, quays, yards, wharves, bridges, reservoirs, watercourses, electric works and other works which may seem calculated directly or indirectly to advance the interests of the Company.
- (v) To buy, sell, manufacture, import or export and deal in any property, heritable or moveable, real or personal, merchandise and produce of all kinds which can conveniently be dealt in by the Company in connection with any of its objects, and to carry on the business of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (vi) To act as directors, managers, secretaries or registrars of, or to appoint directors, managers, secretaries or registrars of any subsidiary company or of any other company in which the Company is or may be interested, and to take part in the management, supervision and control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, managers, secretaries, registrars,

trustees, accountants or other experts or agents.

- (vii) To provide services of all descriptions and to carry on business as advisers, consultants, brokers or agents of any kind and in particular for customers of the Company, and for any persons, companies or societies carrying on any business of a similar nature to that of any branch of the Company's business and to receive goods, money and effects for custody, transmission, sale or otherwise.
- (viii) To provide technical, cultural, artistic, educational entertainment or business material, facilities or services and to carry on business involving any such provision.
- (ix) To store goods of other persons, firms or companies in any warehouses or stores of the Company or others, on such terms as may with them be mutually agreed on.
- (x) To apply for or join in applying for or otherwise acquire any Letters Patent, patent rights or inventions, brevets d'invention, licences of any kind, including licences to deal in or sell excisable liquors wholesale or retail, concessions, secret processes or registered designs, trade marks or the like which may appear to be useful to the Company, to register, protect, prolong, renew, exercise, develop, grant licences under, use, manufacture under, or turn to account the same by merchandising or otherwise, and to make researches and experiments for perfecting existing or discovering new appliances or methods of manufacture.
- (xi) To enter into partnership or amalgamation or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company.
- (xii) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for shares or otherwise) of all or any part of the undertaking subject to or free from all or any part of the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for shares or otherwise) of all or any part of the shares or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.
- (xiii) To acquire an interest in or to buy or acquire all or any part of the business, property or undertaking and to assume all or any part of the liabilities of

any other company, firm or person carrying on any business or engaged in any undertaking which the Company may legally carry on or possessed of property or rights suitable for any of the purposes of the Company.

- (xiv) To pay for any purchases in cash or by bills of the Company or by ordinary, preference, guaranteed or deferred shares of the Company (fully paid up or partly paid up) or by debentures or other securities or acknowledgments of the Company, or one or more of them or part of the one and part of the other or others, or in any other way and generally on such terms as the Company may approve.
- (xv) To issue and allot securities of the Company for cash or in payment or part payment for any property real or personal, heritable or moveable, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount or for any other purpose.
- (xvi) To sell, feu, exchange, lease or otherwise deal with or dispose of the whole or any part of the property and undertaking of the Company or any right over or any interest in the same in such manner, upon such terms, including payment in cash or in shares or debentures or other securities of any other company, association, firm or person, and subject to such conditions as the Company may think proper.
- (xvii) To establish or promote or concur in establishing or promoting any company or companies for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (xviii) To apply for, promote and obtain Acts of Parliament, Provisional Orders or licences of the Department of Trade which may seem calculated, directly or indirectly to benefit the Company, or be in the interests of the trade carried on by the Company or other companies carrying on similar businesses, and to oppose any Bills, Provisional Orders or any other proceedings in Parliament or elsewhere, which may seem calculated, directly or indirectly, to prejudice the Company's interests and to subscribe to the expenses thereof.
- (xix) To enter into any arrangement with any Governments or Authorities, supreme, local, municipal or otherwise, or any corporations, companies, firms or persons which may seem conducive to the attainment of the Company's objects or any or them and to obtain from any such Government, Authority,

corporation, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (xx) To insure with any other company or person against losses, damages and risks of all kinds which may affect the Company; provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident insurance, fire insurance, employer's liability insurance, industrial insurance, motor insurance, or any business of insurance or re-insurance within the meaning of the Insurance Companies Acts, 1958 to 1982, or any Act amending, extending or re-enacting the same or to re-insure or counter-issue any risks under any class of insurance business to which those Acts apply.
- (xxi) To take or otherwise acquire and hold in the name of the Company or of any trustees or trustee for the Company or otherwise and to use, mortgage, pledge, sell or otherwise deal with or dispose of any shares, stock, debentures or other securities of or interests in any other company, association or firm.
- (xxii) To invest and deal with the available moneys of the Company in such manner as may from time to time be determined, and to lend and advance money with or without security to any company, firm or person upon such terms as may be resolved, and to transact any of the business of a banker which may seem to the Company expedient.
- (xxiii) To receive money on deposit and to raise or borrow money without security or to secure (either by way of mortgage or charge on all or any part of the property and undertaking, present and future, and the uncalled capital of the Company or otherwise) the repayment thereof and also so to secure any debt, guarantee or other obligation of or binding on the Company in such manner and on such terms as may seem expedient.
- (xxiv) To guarantee and/or give security for the payment of money by or the performance of obligations of all kinds of the Company or any other person, firm or company and, in particular, but without prejudice to the generality of the foregoing, to guarantee and/or give security (either by way of mortgage or charge on all or any part of the property and undertaking, present and future, and the uncalled capital of the Company or otherwise) for the performance of the obligations (including the payment of the principal

of and dividends, interest and premiums on and any other moneys due in respect of any stocks, shares, debentures, debenture stock or other securities) or borrowing of any company including a company which is for the time being (a) the Company's holding company or (b) a subsidiary of the Company or (c) a subsidiary of the Company's holding company, the expressions "holding company" and "subsidiary" having the meanings ascribed to them by Section 736 of the Companies Act 1985 or (d) a company in any way associated with the Company.

- (xxv) To draw, make, accept, endorse, discount, execute and issue, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents of every kind.
- (xxvi) To establish and contribute to and participate in pension, retirement benefit and life assurance schemes for the benefit of and to give pensions, gratuities, donations and emoluments to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or of any subsidiary or associated company, or the wives, widows, relations, connections and dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered to benefit any such persons or otherwise advance the interests of the Company or its members; to support or subscribe to any association, institution or other body whose objects are such as are calculated to promote the interests or maintain the status of the Company whether such associations are trade associations or otherwise, and to subscribe to any charitable or public institution, object or appeal of any nature whatsoever, and to make provision for the benefit of any employees or ex-employees and to officers and ex-officers (including Directors or ex-Directors) of the Company or of any subsidiary company in the event of the cessation or the transfer to any person of the whole or part of the undertaking of the Company or the subsidiary company.
- (xxvii) To advertise or adopt such means as may seem expedient of making known the products of the Company or those of any other corporation or person it may represent, and to carry on the business of advertisers or advertising agents.
- (xxviii) To pay all expenses of and incidental to the formation and registration of the Company and the issue of its capital and to procure the Company to be registered or recognised in any place outside

Scotland.

- (xxix) 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.
- (xxx) To cease carrying on or wind up any business or activity of the Company, and to cancel registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (xxxi) To distribute any of the property and assets of the Company among the members in specie 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.
- (xxxii) To do all such things as are incidental or conducive to the attainment of the above objects and to carry out the objects of the Company as principals, agents, contractors, trustees or otherwise, and by or through agents, trustees or otherwise and either alone or in conjunction with others.

And it is hereby declared that "company" in this Clause, except where used in reference to this Company, shall include any government or statutory body or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere "person", shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible, and the objects specified in different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. The Share Capital of the Company is £100 divided into 100 Ordinary shares of £1 each, and the Company shall have power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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 and Addresses of Subscribers	Number of Shares taken by each Subscriber
VINDEX LIMITED (Sgd.) Michael Bruce Livingston Director (Sgd.) Maclay Murray & Spens Secretaries 151 St Vincent Street, Glasgow G2 5NJ.	One

VINDEX SERVICES LIMITED
(Sgd.) Andrew Sommerville
Fleming
Director
(Sgd.) Maclay Murray & Spens,
Secretaries
151 St. Vincent Street,
Glasgow G2 5NJ

One

Dated this twenty-seventh day of September One thousand nine hundred and ninety five.

Witness to the above Signatures:-

Tracy Boswell
151 St Vincent Street,
GLASGOW G2 5NJ
Paralegal

Note 1. By Resolution passed on 5th January 1996 the share capital of the Company was increased to £3,000,000 divided into 3,000,000 Ordinary Shares of £1 each.

2. The Company was incorporated with the name MM & S (2289) Limited; on 21st November 1995 it changed its name to CastleRock Capital Management Limited; and on 14th February 1996 it changed its name to CastleInternational Asset Management Limited.

REF: AJS/JG
DOC: CASROCK.ART

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION

of

CastleInternational Asset Management Limited
(Adopted by Special Resolution passed on 5th January 1996)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No.805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) ("Table A"), save as excluded or modified hereby or inconsistent herewith, shall apply to the Company.
2. Regulations 24, 65 to 69 (both inclusive), 73 to 80 (both inclusive), 94, 95 and 109 of Table A shall not apply to the Company and the following Regulations of Table A shall be modified:-

Regulation 6 by the deletion of the words "sealed with the seal" and the substitution of the words "executed in terms of Section 36B of the Act";

Regulation 37 by the deletion of the words "The directors" and the substitution of the words "Any director or member" and the deletion of the second sentence;

Regulation 40 by the addition at the end of the second sentence of the words "provided that if the Company shall have only one member, one member present (being an individual) in person or (being a corporation) by a duly authorised representative or (in either case) by proxy shall be a quorum";

Regulation 41 by the deletion of the words after "present," and the substitution of the words "the member or members present (being an individual) in person or (being a corporation) by a duly authorised representative or (in either case) by proxy shall be a

quorum and shall be entitled to proceed with the business of the meeting and exercise thereat all the powers of the members in general meeting.";

Regulation 54 by the addition of the words "or by proxy" between the words "vote," and "shall";

Regulation 64 by the deletion of the words "(other than alternate directors)" "but shall be not less than two" and the substitution of the words "or any minimum";

Regulation 72 by the addition of the words "Any committee shall have power, unless the directors direct otherwise, to co-opt as a member or members of the committee for any specific purpose any person, or persons, not being a director of the Company.";

Regulation 82 by the addition of the words "by way of directors' fees" between the words "remuneration" and "as";

Regulation 84 by the deletion of the fourth sentence;

Regulation 85(c) by the addition of the words ", subject to the terms of any contract of employment between the Company and the director," between the words "shall" and "not";

Regulation 87 by the addition of the words "the holding company of the Company or" between the words "been" and "a", the words "a subsidiary of the holding company of the Company" between the words "company" and "or" (the second time they appear) and the words "or of any such holding company" between the words "or" and "of";

Regulation 88 by the deletion of the third sentence;

Regulation 89 by the addition of the words ",so long as PNC Holding Corp. is a member of the Company, at least one of whom shall be a director who is a PNC Director pursuant to Article 9.2" at the end of the first sentence;

Regulation 106 by the addition of the words "(which at the option of the Company may be crossed and bear across its face the words "Account Payee") after the word "cheque" the first time it appears in the second sentence and by the deletion of the words "the order of" after the word "to"; and

Regulation 112 by the addition of the words "(whether or not such address is in the United Kingdom)" at the end of the first sentence and the deletion of the third sentence;

Regulation 115 by the deletion of "48 hours" and the substitution of "5 business days".

In the case of a corporation which is a member of the Company and which is incorporated in the United States of America references to a director shall include references to the president or any vice president of such corporation.

Unless otherwise required by the context of the articles, words or expressions which are defined in Table A shall have the same meaning in the articles.

Unless otherwise required by the context of the articles, words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and vice versa.

SHARE CAPITAL

3. The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to allot relevant securities (within the meaning of section 80(2) of the Act) provided that (a) the maximum amount of relevant securities to be allotted pursuant to this authority shall be £2,999,998 in nominal value and (b) this authority shall expire, unless previously revoked or varied by the Company in general meeting, on the expiry of the period of five years from the passing of the resolution by virtue of which this article was adopted as part of the articles save that the directors may, after such revocation, variation or expiry, allot relevant securities in pursuance of an offer or agreement so to do made by the Company prior to such revocation, variation or expiry (which the Company, by this authority, is allowed to make).
4. Section 89(1), section 90(1) to (5) and section 90(6) of the Act shall be excluded from applying to the allotment of equity securities (as defined in section 94 of the Act) of the Company.

GENERAL MEETINGS

5. In the case of a corporation the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of recording a resolution in writing pursuant to Regulation 53 of Table A.
6. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of section 375 of the Act.

DIRECTORS

7. A sole director shall have authority to exercise all the powers and discretions expressed to be vested in the directors by Table A or the articles and, in the event of there being a sole director, Table A and the articles shall be construed accordingly.
8. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 9.1 The holder or holders for the time being of a majority of the issued shares of the Company may from time to time appoint any person or persons as a director or directors of the Company (either as an additional director or to fill a vacancy) and may remove from office as such, any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing (which may consist of several documents in the like form each signed by one or more persons) signed by or on behalf of the member or members making the same (in the case of a corporation holding any such shares the signature of a director or the secretary thereof shall be sufficient) and shall take effect upon lodgement at the office or from such later time as shall be stated in such notice.
- 9.2 So long as PNC Holding Corp. is a member of the Company it shall designate one or more of the directors as a PNC Director for the purposes of forming a quorum for meetings of the directors.
10. The directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the

payment of remuneration to the directors or officers of such other company.

11. Any director (including an alternate director), or member of a committee of the directors, may participate in a meeting of the directors, or such committee, by means of conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
12. Subject to first declaring the nature of his interest, a director shall be counted in the quorum present at any meeting in relation to a resolution on any matter in which he is interested, whether directly or indirectly, and he may vote on such resolution and any further resolution arising therefrom. A general declaration under section 317(3) of the Act shall be sufficient for this purpose.

SECRETARY

13. The directors may appoint more than one person to be secretary on a joint basis. In such event the joint secretaries shall act on a several basis and not, for the avoidance of doubt, a joint and several basis.

ACCOUNTS

14. A member (or his authorised agent) shall have the right to inspect the accounting records and other books and documents of the Company and to take copies thereof.