



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

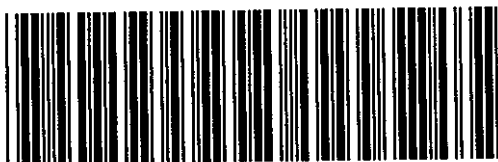
Company No. 183987

The Registrar of Companies for Scotland hereby certifies that

AC&H 17 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 19th March 1998



NSC183987R

J. HENDERSON

Registrar Of Companies



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



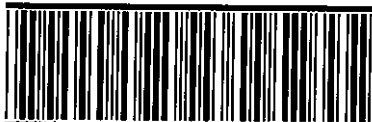
COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

183987

Company Name in full



SCT *S52304GA* 519
COMPANIES HOUSE 13/03/98

AC&H 17 LIMITED

I, DOUGLAS MACLEAN BLACK

of 37 QUEEN STREET, EDINBURGH

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.

† Please delete as appropriate.

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

EDINBURGH

the

TENTH

day of

MARCH

One thousand nine hundred and ninety

EIGHT

● Please print name.

before me ●

EUAN GEORGE ALEXANDER ALLAN

Signed

Date

10 March 1998

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

ARCHIBALD CAMPBELL & HARLEY, WS

37 QUEEN STREET

EDINBURGH

Tel

0131 220 3000

DX number ED181

DX exchange

EDINBURGH

Companies House receipt date barcode

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 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

COMPANIES ACT 1985



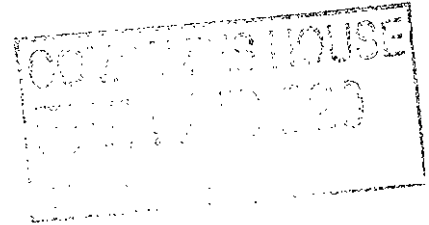
COMPANY LIMITED BY SHARES

183987

MEMORANDUM OF ASSOCIATION

of

AC&H 17 LIMITED
(the "Company")



1. The name of the Company is AC&H 17 Limited.
2. The registered office of the Company will be situate in Scotland.
3. The object of the Company is to carry on business as a general commercial company and the Company shall have, without prejudice to the power conferred by statute, the power:
 - 3.1 to promote the interests of any company which is for the time being a subsidiary, associated or holding company of the Company or a subsidiary or associated company of any such holding company in any manner whatsoever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid;
 - 3.2 to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business; and to undertake obligations of every kind and description upon such terms as the Company or its directors may consider desirable, and by mortgage, charge or lien upon all or any of the property or assets of the

Company (both present and future) to secure and guarantee the performance by the Company or any other company of any obligation undertaken by the Company or any other company as the case may be;

- 3.3 to purchase, lease, or otherwise acquire or undertake the whole or any parts of the business, undertaking, property and liabilities of any person or company carrying on or authorised to carry on any business which the Company is authorised to carry on or which may be conducted so as directly or indirectly to benefit the Company or possessed of any property suitable for the purposes of the Company, or the stock, shares and debentures or other interest of or in any such company, or to amalgamate with any such company, and for the purpose of such amalgamation to transfer the undertaking of the Company to the company or companies with which it is being amalgamated or to accept the transfer to the Company of the undertaking of any such company or part thereof;
- 3.4 to sell, dispose of, or transfer the business or undertaking of the Company, or any branch or part thereof or any property or assets thereof, in consideration of payment in cash or royalties or other perpetual or terminable payments, or in shares (partly or fully paid up) or debentures, debenture stock, or other securities of any other company or in one or other or all of such modes of payment or in such manner and for such consideration as the Company may think fit;
- 3.5 to distribute any of the property and assets of the Company among the members in specie (and, in particular, any shares, stocks, debentures or securities of other companies which belong to the Company or of which the Company has the right 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;

- 3.6 to obtain or assist in obtaining any Provisional Order or Act of Parliament or other necessary authority or sanction for enabling the Company to carry its object into effect; or for effecting any modification of the Company's constitution; and to assist in procuring alterations in the law; and to oppose any parliamentary or other proceedings which the Company may think adverse to its interest;
- 3.7 to acquire or obtain from any government or authority, supreme, municipal, local or otherwise, or any corporation, company or person, any charters, rights, privileges and concessions which may be conducive to the object of the Company, and to accept, make payments under, carry out, exercise and comply with any such charters, rights, privileges and concessions;
- 3.8 to borrow or raise or secure the payment of money for the purposes of the business of the Company in such manner as the Company or its Directors may think fit, and to issue bonds, debentures and debenture stock or other obligations or securities whether charged or not charged on the whole or any part of the property (present and future) assets or revenue of the Company, or its uncalled capital or by mortgage, pledge, conveyance, bond, assignment in security or other obligations of the Company, and to redeem, purchase or pay-off such securities;

declaring that the word "company" in this clause, except where used in reference to the Company shall be deemed to include any person, partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and also that the powers expressed in each paragraph of this clause, shall be deemed separate powers and shall (except where otherwise expressed in such paragraph) be in no ways limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

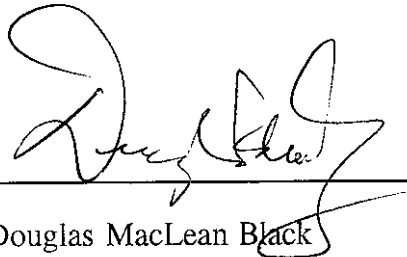
- 4. The liability of the members is limited.

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

I, the person whose name and address is subscribed, am desirous of being formed into a company in pursuance of this memorandum of association and I respectively agree to take the number of shares in the capital of the Company set opposite my name.

NAME AND ADDRESS OF SUBSCRIBER

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER




Douglas MacLean Black
37 Queen Street
EDINBURGH EH2 1JX

One

Dated the Tenth day of March 1998

Witness to the above signature:-


Iain MacPhail
37 Queen Street
EDINBURGH EH2 1JX

Trainee Solicitor

COMPANIES ACT 1985COMPANY LIMITED BY SHARESARTICLES OF ASSOCIATION

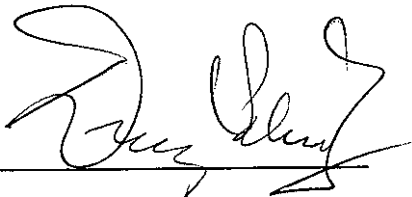
of

AC&H 17 LIMITED

1. The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 set out in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052 shall apply to the Company save in so far as they are excluded or varied hereby and shall be the regulations (save as so excluded or varied) of the Company, and the Company shall have power to alter and add thereto as provided by statute.
2.
 - a. Clause 64 in Table A shall not apply to the Company.
 - b. The maximum and minimum number of Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole director shall have authority to exercise all the powers and discretions by

Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

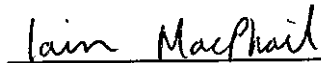
NAME AND ADDRESS OF SUBSCRIBER



Douglas MacLean Black
37 Queen Street
EDINBURGH EH2 1JX

Dated the Tenth day of March 1998

Witness to the above signature:-



Iain MacPhail
37 Queen Street
EDINBURGH EH2 1JX

Trainee Solicitor



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

183987

Company Name in full

AC&H 17 LIMITED



SCT *S522X4GI* 492
COMPANIES HOUSE 13/03/98

Proposed Registered Office

(PO Box numbers only, are not acceptable)

37 QUEEN STREET

Post town

EDINBURGH

County / Region

MIDLOTHIAN

Postcode

EH2 1JX

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.

X

Agent's Name

ARCHIBALD CAMPBELL & HARLEY, WS

Address

37 QUEEN STREET

Post town

EDINBURGH

County / Region

MIDLOTHIAN

Postcode

EH2 1JX

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

ARCHIBALD CAMPBELL & HARLEY, WS

37 QUEEN STREET

EDINBURGH

Tel 0131 220 3000

DX number ED181 DX exchange EDINBURGH

Companies House receipt date barcode

When you have completed and signed the form please send it to the
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for companies registered in England and Wales

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 AC&H 17 LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) ARCHIBALD CAMPBELL & HARLEY, WS

Surname

Previous forename(s)

Previous surname(s)

Address

37 QUEEN STREET

Usual residential address

For a corporation, give the registered or principal office address.

Post town EDINBURGH

County / Region MIDLOTHIAN

Postcode EH2 1JX

Country

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

Consent signature

Date 10 March 1998

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) DOUGLAS MACLEAN

Surname BLACK

Previous forename(s)

Previous surname(s)

Address

37 QUEEN STREET

Usual residential address

For a corporation, give the registered or principal office address.

Post town EDINBURGH

County / Region MIDLOTHIAN

Postcode EH2 1JX

Country

Day Month Year

Date of birth

08 02 59

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

SUPERSALADS LIMITED

DUNDEE CITY ARTS CENTRE LIMITED

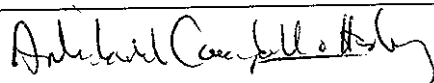
I consent to act as director of the company named on page 1

Consent signature

Date 10 March 1998

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
Usual residential address				
For a corporation, give the registered or principal office address.	Post town			
	County / Region		Postcode	
	Country			
	Day	Month	Year	
Date of birth			Nationality	
Business occupation				
Other directorships				
	I consent to act as director of the company named on page 1			
Consent signature		Date		

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date**

10 March 1998

Or the subscribers**Signed****Date****(i.e those who signed
as members on the
memorandum of
association).****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 and include the company's number.