



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

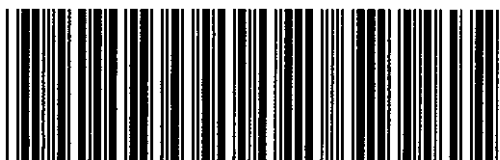
Company No. 192378

The Registrar of Companies for Scotland hereby certifies that

COMLAW NO. 495 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 January 1999



NSC192378L

J. HENDERSON

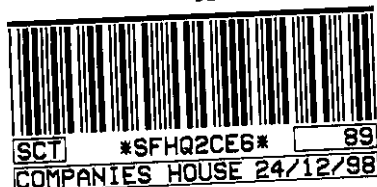
Registrar Of Companies



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

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration



in full

Comlaw No. 495 Limited

WeX

Comlaw Director Limited

of

Madeleine Smith House, 6/7 Blythswood Square,
Glasgow, G2 4AD

we are
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

David C. Martin

Authorised signatory for and
on behalf of Comlaw Director
Limited

Declared at

Glasgow

the

Fourteenth

day of

December

One thousand nine hundred and ninety

ninety eight

before me

DAVID IAN LINDGREN

Signed

[Signature]

Date

14 Dec 98

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.

Dundas & Wilson
Madeleine Smith House, 6/7 Blythswood Square,
Glasgow Tel 0141 221 9880
DX number GW 178 DX exchange Glasgow

Companies House receipt date barcode

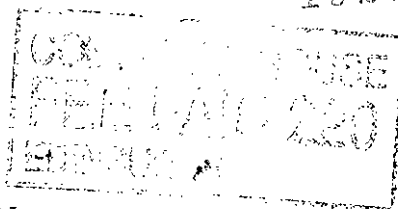
When you have completed and signed the form please send it to the
Registrar of Companies at:

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
MEMORANDUM OF ASSOCIATION



of

COMLAW NO. 495 LIMITED
(the "Company")

1. The name of the Company is Comlaw No. 495 Limited.
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company will be established are:-
 - 3.1 To carry on business as a general commercial company; 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 any trade, business, undertaking, project or enterprise of any description whether of a private or public character and all or any activities connected therewith or ancillary or complementary thereto.
 - 3.2 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, to the intent that the promotion of the interests of any such company shall be an object and not a power of the Company.



- 3.3 To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations, securities by any government, sovereign ruler, commissioners, trust, public body or other authority, supreme, municipal, local or otherwise, whether at home or abroad.
- 3.4 To acquire any such shares, stocks, and others beforementioned by subscription, syndicate, participation, underwriting, tender, purchase, exchange, or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee or underwrite the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- 3.5 To sell, exchange, or otherwise dispose of, deal with, or turn to account, any of the shares, stocks, and others acquired or agreed to be acquired, and generally to vary the securities and investments of the Company from time to time.
- 3.6 To lend money with or without security to any parties and on such terms as may seem expedient or to make advances upon investments, to negotiate loans, to offer for public subscription or otherwise, and to assist in placing any investments and generally to advance and lend money and assets of all kinds.
- 3.7 To undertake and execute any trusts which the Company may think it expedient to undertake; and to act as agents, managers, secretaries, registrars, executors, factors or liquidators.
- 3.8 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.

- 3.9 To receive money on deposit, loan or otherwise, upon such terms as the Company may approve; and to carry on business as bankers and financiers and to undertake and carry out all such deals and transactions as any individual may lawfully undertake and carry out.
- 3.10 To purchase, feu, take on lease or in exchange or by other means acquire and hold any feudal, freehold, leasehold or other property or lands, tenements and hereditaments and any rights, privileges, servitudes and easements over or in respect of any property, and to manage, maintain, improve, develop and turn the same to account, to expend money in maintaining, improving or adding to the marketable value of same or in the demolition of buildings and other erections thereon, or in the erection thereon of buildings of such a nature and for such purposes as to the directors may seem proper, and to sell, feu, sub-divide, let or otherwise dispose of, or deal with, all or any part of any such property or rights.
- 3.11 To purchase, take on lease, acquire and use for any purposes of the Company, any machinery, stock-in-trade and other property, rights, privileges and interests (including letters patent, licences, copyrights, trade marks, secret processes, designs, goodwill and concessions), and other rights of whatever kind, real or heritable and personal or moveable or any of them; and to hold, exercise, develop, improve, sell, lease, hire, exchange, mortgage, alter, pledge or otherwise deal with or dispose of same.
- 3.12 To pay all preliminary expenses of the Company and of any company promoted or formed by the Company or of any company in which the Company or its shareholders is or are or may competently be interested.
- 3.13 To provide all requisite accommodation and facilities for the purposes of the Company.
- 3.14 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.

- 3.15 To pay for any purchase or acquisition in cash or by annual, perpetual or terminable payments, redeemable or irredeemable, or by bills of the Company, or by shares of the Company of any class, and whether fully paid up or partly paid up, or by debentures, debenture stock 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.
- 3.16 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 or assignation in security or other obligations of the Company, and to redeem, purchase or pay off such securities.
- 3.17 To draw, make, accept, execute, endorse, negotiate, discount, issue and deal in promissory notes, bills of exchange, drafts, warrants, cheques, mandates, coupons, bills of lading, shipping documents, dock or warehouse warrants and other negotiable or transferable documents.

- 3.18 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.
- 3.19 To promote or concur in promoting any companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- 3.20 To enter into any partnership, arrangement for sharing of profits, union of interests, reciprocal concession or co-operation with any persons, companies or societies carrying on or about to carry on any business or branch of business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- 3.21 To adopt such means of making known the business of and the services and facilities provided by the Company and keeping the same before the public as may seem expedient.
- 3.22 To remunerate any person, association, firm or company for services rendered or to be rendered to the Company or in or about the conduct of the Company's business, and that by cash payment or by allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.
- 3.23 To grant pensions, allowances, gratuities and bonuses or other benefits or any share or interest in the profits of the Company's business or any part thereof and generally, so far as is lawful, to make voluntary or ex gratia payments either in money or moneysworth to directors or former directors or employees or ex-employees of the Company, or of any subsidiary, allied or associated company, or of

any company or business which is acquired by the Company, or to the widows or children or other dependants of such person, and to make or enter into arrangements for the provision or policies of life assurance or to purchase annuities for any such persons or otherwise to provide for them, and to establish and support or aid in the establishment or support of hospitals, dispensaries, places of recreation, institutions, clubs or organisations, calculated to benefit persons employed by the Company, and to support and subscribe and guarantee money to any public trade, charitable, educational, religious or other objector to any exhibitions or exposition calculated to advance the interest of the Company or the persons employed by the Company or its predecessors in business or any associated or subsidiary company.

- 3.24 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.
- 3.25 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 any of its objects 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.
- 3.26 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 any of the objects of the Company, and to accept, make payments under, carry out, exercise and comply with any such charters, rights, privileges and concessions.

- 3.27 To procure the Company to be registered or established or authorised to do business in any part of the world.
- 3.28 To carry on any other business 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 profitable any of the Company's property or rights or which it may be deemed advisable to undertake with a view to development, rendering valuable, prospecting or turning to account any property, heritable or moveable, real or personal, belonging to the Company, or in which the Company may be interested.
- 3.29 To do all or any of the above things in any part of the world, and either as principals, agents, trustees or contractors, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- 3.30 To do all such other things which are or which the Company may consider to be incidental or conducive to the attainment of the above objects or any of them.

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 objects expressed in each paragraph of this clause, shall be deemed separate objects 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 £1.00 each.

WE, the subscribers to this Memorandum of Association wish to be formed into a company in pursuance of this memorandum of association and we agree to take the number of shares in the capital of the Company set opposite our name.

NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER
--------------------------------	---

David G. Morton

Authorised Signatory for and on behalf of
Comlaw Director Limited
Madeleine Smith House,
6/7 Blythwood Square,
GLASGOW G2 4AD

One

Dated the 14th day of December 1998

Witness to the above signature:-

Karen Maclachlan

Karen Maclachlan
Madeleine Smith House,
6/7 Blythwood Square,
Glasgow, G2 4AD.
Secretary

10000

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

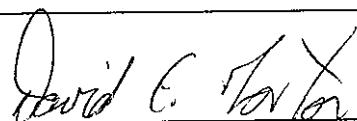
ARTICLES OF ASSOCIATION

of

COMLAW NO. 495 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 (hereinafter referred to as "Table A") shall apply to and shall be the regulations of the Company save insofar as they are varied hereby or are inconsistent herewith and Regulation 1 of Table A as it applies to and is a regulation of the Company shall apply for the purposes of the interpretation of these presents, and the company shall have power to alter and add thereto as provided by statute.
2. The minimum number of Directors shall be one, and unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors. If at any time there shall only be one Director of the Company he or she or it may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors under the Articles or Table A. Accordingly Regulation 64 of Table A shall be varied.

NAMES AND ADDRESSES OF SUBSCRIBERS



Authorised Signatory
for and on behalf of
Comlaw Director Limited
Madeleine Smith House,
6/7 Blythswood Square,
Glasgow, G2 4AD.

Dated the 14th day of December 1998

Witness to the above signatures:-



Karen Maclachlan
Madeleine Smith House,
6/7 Blythswood Square,
Glasgow, G2 4AD.
Secretary



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

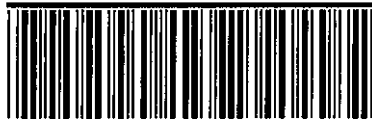
Notes on completion appear on final page

10

**First directors and secretary and intended situation of
registered office**

Company Name in full

Comlaw No. 495 Limited



SCT *SFHQ1CE5* 88
COMPANIES HOUSE 24/12/98

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Madeleine Smith House

6/7 Blythwood Square

Post town

Glasgow

County / Region

Postcode

G2 4AD

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

Dundas & Wilson CS

Address

Madeleine Smith House

6/7 Blythwood Square

Post town

Glasgow

County / Region

Postcode

G2 4AD

Number of continuation sheets attached

0

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.

Dundas & Wilson

Madeleine Smith House, 6/7 Blythwood Square,

Glasgow

Tel 0141 221 9880

DX number GW 178 DX exchange Glasgow

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**

Company Secretary (see notes 1-5)

Company name		Comlaw Secretary Limited	
NAME	*Style / Title	None	*Honours etc
			None
Forename(s)		None	
Surname		None	
Previous forename(s)		None	
Previous surname(s)		None	
Address		Madeleine Smith House	
Usual residential address		6/7 Blythwood Square	
Post town		Glasgow	
County / Region			Postcode
			G2 4AD
Country		Scotland	

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

Consent signature

David E. Norton

Date

14.12.98

Directors (see notes 1-5)

Please list directors in alphabetical order

Authorised signatory for and on behalf of
Comlaw Secretary Limited

NAME	*Style / Title	None	*Honours etc
			None
Forename(s)		Comlaw Director Limited	
Surname		None	
Previous forename(s)		None	
Previous surname(s)		None	
Address		Madeleine Smith House	
Usual residential address		6/7 Blythwood Square	
Post town		Glasgow	
County / Region			Postcode
			G2 4AD
Country		Scotland	

Day Month Year

Date of birth

N/A

Nationality

Scottish

Business occupation

N/A

Other directorships

None

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

Consent signature

David E. Norton

Date

14.12.98

Authorised signatory for and on behalf of
Comlaw Director Limited

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

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Andrew Wilson

Date

14.12.98

Or the subscribers

(i.e those who signed as members on the memorandum of association).

Signed

Date

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.