

**FILE COPY**



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

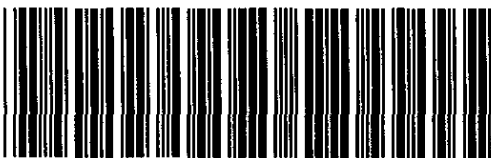
Company No. 223038

The Registrar of Companies for Scotland hereby certifies that

DALGLEN (NO. 796) 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 10th September 2001



\*NSC2230389\*



**C O M P A N I E S   H O U S E**

Please complete in typescript, or in bold black capitals.

CHWP007

## Declaration on application for registration

223038

Company Name in full

DALGLEN (NO. 796) LIMITED

I, DAVID STEWART ALLAN

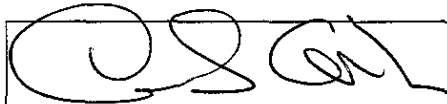
of DALMORE HOUSE, 310 ST VINCENT STREET, GLASGOW G2 5QR

† Please delete as appropriate

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.

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 DALMORE HOUSE, 310 ST VINCENT STREET, GLASGOW G2 5QR


Day Month Year  
On 0 7 0 9 2 0 0 1

Ⓜ Please print name.

before me

CATHERINE MARY FALOON

Signed



Date 7th September 2001

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.

Biggart Baillie, Solicitors, Dalmore House

310 St Vincent Street, Glasgow G2 5QR

Tel 0141 228 8000

DX number 9

DX exchange GW



Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF14 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

Please complete in typescript,  
or in bold black capitals.

CHWP007

Notes on completion appear on final page

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

223038

**Company Name in full**

**DALGLEN (NO. 796) LIMITED**

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

**DALMORE HOUSE**

**310 ST VINCENT STREET**

Post town

**GLASGOW**

County / Region

**STRATHCLYDE**

Postcode

**G2 5QR**

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

**BIGGART BAILLIE**

Address

**DALMORE HOUSE**

**310 ST VINCENT STREET**

Post town

**GLASGOW**

County / Region

**STRATHCLYDE**

Postcode

**G2 5QR**

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.

**BIGGART BAILLIE**

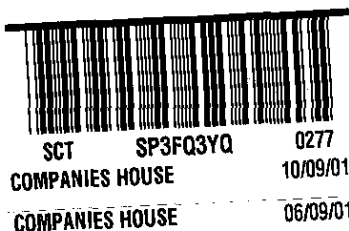
**DALMORE HOUSE 310 ST VINCENT STREET GLASGOW**

**G2 5QR**

Tel **0141 228 8000**

DX number **9**

DX exchange **GLASGOW**



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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

**DALGLEN SECRETARIES LIMITED**

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**DALMORE HOUSE**

**Usual residential address**

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

**310 ST VINCENT STREET**

Post town

**GLASGOW**

County / Region

**STRATHCLYDE**

Postcode

**G2 5QR**

Country

**SCOTLAND**

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

**Consent signature**

**Date**

3 Sept. 2001

## Directors (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

**DALGLEN DIRECTORS LIMITED**

Surname

Previous forename(s)

Previous surname(s)

**Address**

**DALMORE HOUSE**

**Usual residential address**

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

**310 ST VINCENT STREET**

Post town

**GLASGOW**

County / Region

**STRATHCLYDE**

Postcode

**G2 5QR**

Country

**SCOTLAND**

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**

3 Sept. 2001

## Directors

(see notes 1-5)

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

**This section must be signed by**

***Either***

**an agent on behalf  
of all subscribers**

**Signed**

Date \_\_\_\_\_

**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.

THE COMPANIES ACT 1985

223038

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DALGLEN (NO. 796) LIMITED



1. The name of the Company is. DALGLEN (NO. 796) LIMITED.
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
  - (1) To carry on business as a general commercial company.
  - (2) To carry on any other trade or business whatsoever with the power to do all such things as are incidental or conducive to the carrying on of any trade or business.
  - (3) To acquire by purchase feu lease exchange or otherwise any heritable or real property or rights whatsoever and by purchase, hire or otherwise any moveable or personal property or rights whatsoever and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof including the power to let on lease or otherwise sell, dispose of, turn to account, grant licences, options, occupancy rights, franchises, rights and privileges in respect of or otherwise deal with all or any part of the property of the Company.
  - (4) To construct, develop, enlarge, maintain, alter, manage, carry out or control any buildings, erections, works, plant, machinery or services which may seem directly or indirectly necessary or convenient for any of the purposes of the Company and to contribute to, subsidise or otherwise assist or take part in the construction, development, enlargement, maintenance, alteration, management, carrying out or control thereof.
  - (5) To acquire by any means the whole or any part of the assets and to undertake the whole or any part of the liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith or possessed of property suitable for the purposes of the Company and to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, union of interest, co-operation, joint adventure, limitation of competition or otherwise with any such person or company.



SCT SP3FR3YR 0276  
COMPANIES HOUSE 10/09/01

- (6) To subscribe for or otherwise acquire either absolutely or conditionally any shares stock debentures, debenture stock or other securities of any other company and to guarantee or underwrite the issue of or the payment of the principal of and interest and premium on any such securities as aforesaid.
- (7) To invest and deal with the monies of the Company in such manner as may from time to time be thought fit.
- (8) To borrow money and to secure by mortgage charge or lien upon the whole or any part of the Company's undertaking, property or assets (whether present or future) including its uncalled capital the discharge by the Company and/or any other person of any obligation or liability.
- (9) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the foregoing generality any subsidiary or holding company of the Company or another subsidiary of such holding company or any other company associated with the Company in business or by reason of common shareholdings or otherwise) and to guarantee and/or give security for the payment of money and/or the performance of obligations of all kinds by any such person firm or company and in security of any such guarantee to assign dispose convey mortgage pledge or charge the whole or any part of the undertaking property assets or revenue of the Company including uncalled capital.
- (10) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments.
- (11) To carry on (whether gratuitously or otherwise) trust and agency business of all kinds and in particular in relation to insurance and the investment, collection and receipt of money.
- (12) To pay all costs charges and expenses which the Company may lawfully pay of or incidental to the formation, registration and advertising of or raising money for the Company and generally remunerate any person or company by way of commission or otherwise for placing or guaranteeing the placing of any shares debentures debenture stock or other securities of the Company or for other services in relation to the issue of any share or loan capital of the Company.
- (13) To enter into contracts agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (14) To procure the co-operation of any subsidiaries of the Company and any other companies in which the Company may be interested as well with one another as with the Company to do all such things and enter into promote and carry into effect all such arrangements as may be considered desirable with a view to the efficient economical or profitable conduct of the business of any such companies as aforesaid and to perform any services and undertake any duties for or on behalf of and in



any other manner assist any such companies as aforesaid upon such terms as to remuneration (if any) as may be agreed.

- (15) To pay for any business property or rights acquired or agreed to be acquired by the Company and generally to satisfy any obligation of the Company by the issue or transfer of shares in the Company or any other company credited as fully or partly paid up or of debentures or other securities of the Company or any other company.
- (16) To make known the products and services of the Company by such means as may seem expedient and in particular by any form of advertising whether in the press on the radio or on television, by films, by acquisition and exhibition of works of art or interest, by publication of books or periodicals, by granting prizes awards or donations or otherwise.
- (17) To make experiments in connection with any business or proposed business of the Company and to apply for or join in applying for, purchase or otherwise acquire and protect, prolong, and renew in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (18) To apply for promote and obtain or to subscribe to the expense of applying for promoting and obtaining any Acts of Parliament, charters, privileges, concessions, licences or authorisations of any government state or municipality Provisional 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 extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose or to subscribe to the expense of opposing any actions steps proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.
- (19) To enter into any arrangements with any governments or authorities (supreme municipal local or otherwise) or any corporations companies or persons that may seem conducive to the attainment of the objects of the Company or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which may seem desirable in the interests of the Company and to carry out exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (20) To establish and maintain or procure the establishment and maintenance of any insurance pension or superannuation funds (whether contributory or otherwise) for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances and

emoluments to any persons who are or were at any time in the employment or service of the Company or its holding company (if any) or any company which is a subsidiary of or associated with the Company or any of the predecessors in business of the Company or any *holding, subsidiary or associated company of the Company or who may be or have been directors or officers of the Company or of any such other company as aforesaid and the wives widows relatives and dependants (including such persons as the directors of the Company may deem to be dependants) of any such persons and to establish subsidise and subscribe to any institutions, associations, societies, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.*

- (21) To purchase and maintain insurance for and for the benefit of any persons who are or were at any time directors officers or employees of the Company or of any other company in which the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or any subsidiary undertaking (within the meaning of the Companies Act 1989) of the Company or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties powers or offices in relation to the Company or any such other company subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.
- (22) Subject to the provisions of any statute for the time being in force concerning companies and affecting the Company to establish and contribute to any employees' share scheme (as defined in any such statutes as aforesaid) for the purchase of or subscription by trustees for shares in the Company or in a holding company of the Company and to lend money to any employees of the Company to enable them to purchase or subscribe for shares in the Company or in a holding company of the Company and to establish and maintain any option or incentive scheme whereby selected employees (including salaried directors and officers) of the Company are given the opportunity of acquiring shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried directors and officers) or any of them.



- (23) To establish or maintain or join in any plan or scheme for encouraging or facilitating the regular (or other) investment in the holding of or the investment of any dividends declared by the Company or any other company in the securities of the Company or any other company within such plan or scheme by or for the benefit of the shareholders of the Company or other persons within such plan or scheme and to discharge or contribute towards the discharge of the expenses of establishing or maintaining any such plan or scheme.
- (24) To purchase or otherwise acquire shares in the Company in accordance with and subject to the provisions of the Companies Act 1985 and any statutory amendment or re-enactment or modification thereof.
- (25) To procure the Company to be registered or recognised in any part of the world.
- (26) To establish or promote or concur in establishing or promoting any other company for the purpose of acquiring all or any of the assets and/or undertaking any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company and to place or guarantee the placing of, underwrite subscribe for or otherwise acquire all or any part of the shares debentures or other securities of any such company as aforesaid.
- (27) To dispose by any means of the whole or any part of the assets of the Company.
- (28) To distribute among the members of the Company in specie any assets of the Company whether by way of dividend or upon a return of capital.
- (29) To give financial assistance directly or indirectly for the purpose of acquiring shares in the Company or any other company or to reduce or discharge any liability incurred for such purpose.
- (30) To do all or any of the above things in any part of the world whether as principal, agent, trustee, licensee, manager, contractor or otherwise and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.
- (31) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and either upon the sole account of the Company or as agent, trustee, licensee, manager or contractor of or partner with any other person, firm or company.

AND IT IS HEREBY DECLARED that in this clause words denoting the singular number only shall include the plural number and vice versa; words importing the masculine gender shall include the feminine gender; the word "company" except where used in reference to the Company shall be deemed to include any partnership association or other body of persons whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere; the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted

(except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company; and none of the objects specified in each of the paragraphs of this clause shall be deemed subsidiary or ancillary to any of the objects specified in any other paragraph.

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

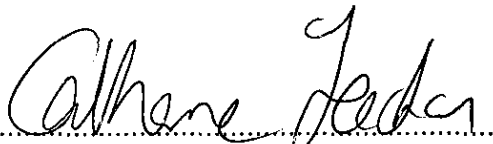
We the several persons whose names addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
 Dalglen Directors Limited Dalmore House 310 St Vincent Street GLASGOW G2 5QR	ONE
 Dalglen Secretaries Limited Dalmore House 310 St Vincent Street GLASGOW G2 5QR	ONE

Dated this 3<sup>rd</sup> day of September 2001

Witness to the above signatures:-

Catherine Feechan  
 Dalmore House  
 310 St Vincent Street  
 GLASGOW  
 G2 5QR



THE COMPANIES ACT 1985

---

PRIVATE COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

223038

of

DALGLEN (NO. 796) LIMITED

---

CONSTITUTION

1. (A) The company is established as a private company within the meaning of the Companies Act 1985, and subject as hereinafter provided the Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company with the exception of Regulations 8, 24, 25, 26, 40, 42, 43, 46, 47, 64, 70, 73-80 (inclusive), 81, 85, 86, 89, 93, 94, 95 and 117 of Table A and 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.
- (B) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARES

2. Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act) allot grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

LIEN

3. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share but not for any other monies, indebtedness or liability. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

### TRANSFER OF SHARES

4. Subject as hereinafter provided, the Directors may not decline to register the *transfer of any share in the Company*. They may refuse to register a transfer unless:-
  - (a) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
  - (b) it is in respect of only one class of shares; and
  - (c) it is in favour of not more than four transferees.

### PROCEEDINGS AT GENERAL MEETINGS

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
6. The Chairman of the Board of Directors, if any, shall preside at every General Meeting, but if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the Chair, they shall choose some member present to be Chairman of the Meeting.
7. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two persons entitled to vote at the Meeting and being a member or a proxy for a member or a duly authorised representative of a corporation, or by a holder in person or by proxy or as a duly authorised representative of a corporation of at least twenty per cent of the total voting rights of all the members (whether or not present at the Meeting) having the right to vote at the Meeting and unless a poll is so demanded, a declaration by the Chairman that the resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### DIRECTORS

8. The number of Directors shall be not less than one and the quorum for the transaction of the business of the directors shall be one.
9. A Director need not be a member of the Company but shall be entitled to receive notice of and to attend all General Meetings of the Company.
10. A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company

may be interested as shareholder or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or officer of or from his interest in such other company. The Directors shall have the right to exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner and in all respects 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 the remuneration of the director or officers of such other company. A Director may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be or be about to become a director or officer of such other company and, as such or in any other manner, is or may be interested in the exercise of such voting rights as aforesaid.

11. The office of a Director shall be vacated:-
- (a) if by notice in writing to the Company he resigns the office of Director;
  - (b) if he ceases to be a Director in virtue of Section 293 of the Act;
  - (c) if he becomes bankrupt or insolvent, or enters into any arrangement with his creditors;
  - (d) if he becomes of unsound mind; and
  - (e) if he is prohibited from being a Director by any order made under the Company Directors Disqualification Act 1986.

#### POWERS AND DUTIES OF DIRECTORS

12. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these Articles and of the Act, and to such regulations, being not inconsistent with any provisions of these Articles and of the Act, as may be prescribed by the Company in General Meeting.
13. (A) Subject to the provisions of Sections 320, 321 and 322 of the Act no Director, by virtue of his office, shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested (whether as a director, other officer or employee of the Company and/or any other company, or otherwise howsoever) be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding such office or of the fiduciary relationship thereby established. The nature of the Director's interest (if any) in such contract or arrangement shall be declared by him at the meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or, if such Director was not at the date of that meeting interested in the proposed contract or arrangement, at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may, after

the date of the notice, be made with such firm or company shall, (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given), be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company.

- (B) A Director may vote as a Director with regard to any matter, contract or arrangement in which he is interested (whether as a director, other officer or employee of the Company and/or any other company, or otherwise howsoever) and, if he does so vote, his vote shall be counted and shall be reckoned in estimating a quorum when any such matter, contract or arrangement is under consideration.
  - (C) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such office or place of profit or as a vendor purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of any such Director holding that office or of the fiduciary relationship thereby established.
  - (D) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.
  - (E) Any Director may act for himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.
14. Without prejudice to any other provisions of these Articles the Directors shall have power to purchase and maintain insurance for and for the benefit of any persons who are or were at any time directors officers or employees of the Company, or of any other company in which the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking (within the meaning of the Companies Act 1989) of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in



relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund.

### BORROWING POWERS

15. The Directors may exercise all the powers of the Company to borrow or raise money, to stand surety, to give guarantees, indemnities, support and other obligations and liabilities, and to mortgage or charge or otherwise create security on, over or with respect to all or any part of its business, undertaking, property, assets, revenues and uncalled capital and, subject to Section 80 of the Act, to create, issue or deposit debentures, debenture stock, bonds and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

### PROCEEDINGS OF DIRECTORS

16. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors (or of a Committee of Directors, as the case may be) or in the case of any Director absent from the United Kingdom signed by any alternate Director entitled to receive notice of a meeting of the Directors (or of a Committee of Directors, as the case may be) shall be as valid and effective as a resolution passed at a meeting of the Directors (or of a Committee of Directors, as the case may be) duly convened and held. Such resolution may consist of several documents in the like form each signed by one or more of the Directors or alternate Directors.
17. All or any of the Directors or any committee of the Directors may participate in a meeting of the Directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other and subject to the provisions of these Articles the meeting shall constitute a meeting of the Directors or a committee of the Directors as the case may be. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

### WINDING UP

18. If the Company shall be wound up the Liquidator may with the sanction of an extraordinary resolution, divide among the members in specie the whole or any part of the assets of the Company, but, in case of any division otherwise than in accordance with the legal rights of the members shall be determined on, any member who would be prejudiced thereby shall have a right to dissent and other ancillary rights as if such restrictions were passed pursuant to Section 110 of the Insolvency Act 1986 and any statutory modification or re-enactment thereof for the time being in force.

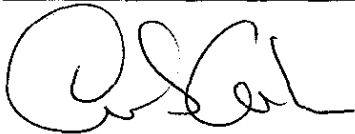
INDEMNITY

19. Subject to the provisions of the Act every director auditor secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties in relation thereto. Regulation 118 of Table A shall be extended accordingly.

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Names and Addresses of Subscribers

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Dalglen Directors Limited  
Dalmore House  
310 St Vincent Street  
GLASGOW  
G2 5QR



Dalglen Secretaries Limited  
Dalmore House  
310 St Vincent Street  
GLASGOW  
G2 5QR

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Dated this 3<sup>rd</sup> day of Sept 2001.

Witness to the above signatures:-

Catherine Feechan  
Dalmore House  
310 St Vincent Street  
GLASGOW  
G2 5QR




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