

FILE COPY



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

Company No. 223604

The Registrar of Companies for Scotland hereby certifies that

HMS (402) 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 24th September 2001



NSC2236048



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP010.

Company Name in full



SCT SPCNV4CR 1651
COMPANIES HOUSE 24/09/01

† Please delete as appropriate

123004

HMS (402) LIMITED

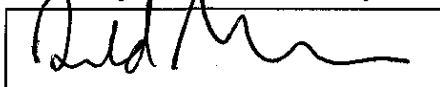
I, DONALD JOHN MUNRO

of THE CA'D'ORO, 45 GORDON STREET, GLASGOW

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 GLASGOW

Day Month Year

on 18 09 2001

Ⓢ Please print name

Ⓢ before me

WILLIAM LAVELLE

Signed



Date

18/9/01

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.

HARPER MACLEOD SOLICITORS,

THE CA'D'ORO, 45 GORDON STREET, GLASGOW G1 3PE

Tel 0141 221 8888

DX number GW 86

DX exchange

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

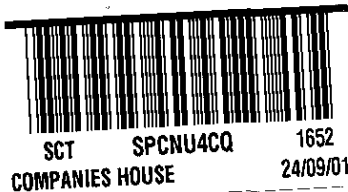
DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

CHFP010.

Notes on completion appear on final page

Company Name in full



Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

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.

Agent's Name

Address

Post town

County / Region

Number of continuation sheets attached

First directors and secretary and intended situation of registered office

HMS (402) LIMITED

THE CA'D'ORO, 45 GORDON STREET

GLASGOW

Postcode G1 3PE

X

HARPER MACLEOD SOLICITORS

THE CA'D'ORO, 45 GORDON STREET

GLASGOW

Postcode G1 3PE

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.

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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 HMS (402) LIMITED

Name * Style / Title

* Honours etc

* Voluntary details.

Forename(s)

Surname

HMS SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

THE CA'D'ORO, 45 GORDON STREET

Usual residential address

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

Post town

GLASGOW

County / Region

Postcode

G1 3PE

Country

SCOTLAND

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

Consent signature

Date

18/9/01

Directors (see notes 1-5)

Please list directors in alphabetical order

Name * Style / Title

* Honours etc

Forename(s)

Surname

HMS SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

THE CA'D'ORO, 45 GORDON STREET

Usual residential address

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

Post town

GLASGOW

County / Region

Postcode

G1 3PE

Country

SCOTLAND

Day Month Year

Date of Birth

Nationality

Business occupation**Other directorships**

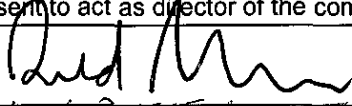
I consent to act as director of the company named on page 1

Consent signature

Date

18/9/01

Directors (continued) (see notes 1-5)

Name	* Style / Title			* Honours etc	
	Forename(s)				
	Surname	HMS DIRECTORS LIMITED			
	Previous forename(s)				
	Previous surname(s)				
Address	THE CA'D'ORO, 45 GORDON STREET				
Usual residential address					
For a corporation, give the registered or principal office address.	Post town	GLASGOW			
	County / Region		Postcode	G1 3PE	
	Country	SCOTLAND			
	Date of Birth	Day	Month	Year	Nationality
	Business occupation				
	Other directorships				
	I consent to act as director of the company named on page 1				
Consent signature	 FOR HMS DIRECTORS LIMITED			Date	18/9/01

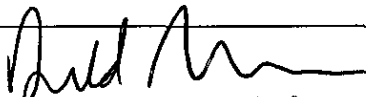
This section must be signed by Either
an agent on behalf of all subscribers

Signed

Date

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

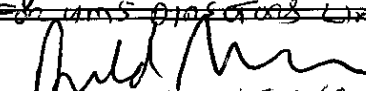
Signed


 FOR HMS DIRECTORS LIMITED

Date

 18/9/01

Signed


 FOR HMS SECRETARIES LIMITED

Date

 18/9/01

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 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:

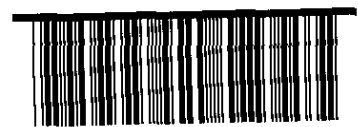
- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly 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 name 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.

323804

Memorandum & Articles of Association
of
HMS (402) Limited



SCT SPCNW4CS 1650
COMPANIES HOUSE 24/09/01

HARPERMACLEOD
■ SOLICITORS ■



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

HMS (402) LIMITED

1. The Company's name is HMS (402) LIMITED.
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are:
 - (A) To carry on business as a general commercial company.
 - (B) To carry on any trade or business whatsoever which can in the opinion of the directors be advantageously carried on by the Company in connection with or as ancillary to any of the businesses of the Company.
 - (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified in this clause 3, or which are likely to be required by customers or other persons having, or about to have, dealings with the Company.
 - (D) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
 - (E) 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.

- (F) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which may in the opinion of the directors be capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (G) To enter into any arrangements with any government or authority national, international, supreme, municipal, local or otherwise, that may in the opinion of the directors be conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which in the opinion of the directors is desirable, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (H) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, service marks, copyrights, registered designs, protections, concessions and the like, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (I) To acquire an interest in, amalgamate with or enter into partnership or into any arrangement for the sharing of profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company. To lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company. To sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (J) To lend money to, to subsidise and assist any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents or brokers for and render services to any company, and to undertake and perform sub-contracts.
- (K) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee or otherwise provide security for, with or without the Company receiving any consideration therefor or advantage therefrom, directly or indirectly, by personal covenant or by mortgage, charge or lien over all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by any other means whatsoever, the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or

interest, commissions, charges, discount and any related costs or expenses whether on any stocks, shares or securities or in any other manner) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company or a subsidiary of the Company (each as defined by section 736 of the Act) or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture, or any other person firm or company whatsoever. For the purposes of this paragraph (K) *guarantee* includes any other obligation howsoever described to pay, satisfy, provide funds (whether by advance of money the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment or satisfaction of, or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company firm or person.

- (L) To promote, finance or assist any company for the purpose of acquiring all or any of the property, rights or undertaking or assuming the liabilities of the Company, or for any other purpose which may be in the opinion of the directors directly or indirectly calculated to benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of such company as aforesaid.
- (M) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay of or incidental to the formation, registration, promotion and advertising of or raising money for the Company, and the issue of its capital including those incurred in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares or other securities.
- (N) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (O) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges over or in respect of it.
- (P) To receive money on deposit on such terms as the directors may approve.
- (Q) To invest and deal with the moneys of the Company in such manner as may from time to time be determined by the directors.
- (R) To lend money or give credit with or without security.
- (S) To borrow or raise or secure the payment of money in such manner as the

directors shall approve and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.

- (T) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.
- (U) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company and to co-ordinate, finance and manage the business and operation of any company in which the Company holds any such interest.
- (V) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (W) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the directors shall approve, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (X) To adopt such means of making known the businesses and products of the Company as may in the opinion of the directors seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (Y) To support, subscribe or contribute to any charitable or public object or any institution, society or club which may be for the benefit of the Company or its directors, officers or employees, or the directors, officers and employees of its predecessors in business or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business and to subsidise or assist any association of employers or employees or any trade association. To grant pensions, gratuities, annuities or charitable aid and generally to provide advantages, facilities and services to any person

(including any directors or former directors) who may have served the Company or its predecessors in business or any subsidiary, allied or associated company or to the wives, children or other dependants or relatives of such persons, to make advance provision for the payment of such pensions, gratuities or annuities as aforesaid by establishing or acceding to such trusts schemes or arrangements (whether or not capable of approval by the Commissioners of Inland Revenue under any relevant legislation for the time being in force) as may seem expedient, to appoint trustees or to act as trustee of any such schemes or arrangements, and to make payments towards insurance for the benefit of such persons or to their wives, children, or other dependants or relatives.

- (Z) To establish and contribute to any scheme for the purchase or subscription by *trustees of shares in the Company to be held for the benefit of the employees of the Company or any subsidiary, allied or associated company*, and to lend money to such employees or to trustees on their behalf to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them.
- (AA) To apply for, promote and obtain any Act of Parliament order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may in the opinion of the directors seem expedient, and to oppose any proceedings or applications which may in the opinion of the directors seem calculated directly or indirectly to prejudice the Company's interests.
- (BB) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (CC) To distribute among the shareholders in specie any of the property of the Company or any proceeds of sale or disposal of any property of the Company and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (DD) To purchase and maintain insurance for the benefit of any person who is an officer or employee, or former officer or employee, of the Company or of a subsidiary of the Company or in which the Company has an interest whether direct or indirect or who is or was trustee of any retirement benefits scheme or any other trust in which any such officer or employee or former officer or employee is or has been interested indemnifying such person against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against.

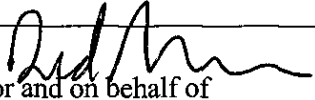
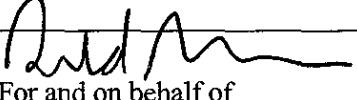
- (EE) To amalgamate with any other company.
- (FF) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subcontractors or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (GG) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (HH) To do all such other things as are in the opinion of the directors incidental or conducive to the attainment of all or any of the Company's objects, or the exercise of all or any of its powers.

The objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and are not limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company. None of the paragraphs of this clause or the objects or powers specified or conferred in or by them are deemed subsidiary or ancillary to the objects or powers mentioned in any other paragraph, but the Company has as full a power to exercise all or any of the objects and powers provided in each paragraph as if each paragraph contained the objects of a separate company.

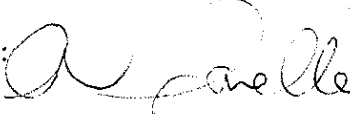
The word *company* in this clause (except where used in reference to the Company) is deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere and whether incorporated or unincorporated, and words denoting the singular number only include the plural number and vice versa. The word *Act* in this clause means the Companies Act 1985, and any reference in this clause to any provision of the Act is deemed to include a reference to any modification or re-enactment of that provision for the time being in force.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £1,000 divided into 1,000 shares of £1.00 each.

WE, the subscribers to this memorandum of association wish to be formed into a company pursuant to this memorandum and we agree to take the number of shares in the capital of the company shown opposite our respective names.

Name and Address of Subscriber	Number of Shares taken by Subscriber
 For and on behalf of HMS Directors Limited The Ca'd'oro 45 Gordon Street Glasgow G1 3PE	1
 For and on behalf of HMS Secretaries Limited The Ca'd'oro 45 Gordon Street Glasgow G1 3PE	1
Total Shares taken	2

Dated the 18th day of SEPTEMBER 2001.

Witness to the above signatures: 

The Ca'd'oro
45 Gordon Street
Glasgow G1 3PE

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

323004

of

HMS (402) LIMITED

PRELIMINARY AND INTERPRETATION

1.1 The Regulations contained in Table A (**Table A**) in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these articles shall apply to the Company save insofar as they are excluded or varied by these articles.

1.2 In these Articles and in the Regulations of Table A that apply to the Company:

the Act means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;

the articles means the articles for the time being of the Company;

clear days in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

executed includes any mode of execution;

office means the registered office for the time being of the Company;

the holder in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

the seal means the common seal of the Company;

secretary means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

United Kingdom means Great Britain and Northern Ireland.

- 1.3 Unless the context otherwise requires, words or expressions contained in these articles and in the Regulations of Table A that apply to the Company bear the same meaning as in the Act but excluding any statutory modification of it not in force when these regulations become binding on the company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations.
- 1.4 The headings in these Articles are for convenience only and shall be ignored in the language or meaning of the articles. Regulation 1 of Table A shall not apply.

PRIVATE COMPANY

2. The Company is a private company within the meaning of Section 1 of the Act and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARE CAPITAL

- 3.1 The share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.
- 3.2 Regulation 3 of Table A shall not apply to the Company. Subject to the provisions of the Act and without prejudice to sub-article 3.3:
- 3.2.(a) any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the articles or as the Company may by resolution determine;
- 3.2.(b) the Company may purchase any of its shares (including any redeemable shares); and
- 3.2.(c) the Company may make a payment in respect of the redemption or purchase of any of its shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
- 3.3 Subject to sub-article 3.4, the authorised share capital with which the Company is incorporated shall be under the control of the directors, who are generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the Company, provided that the authority contained in this article insofar as it relates to relevant securities (as defined as aforesaid) shall, unless revoked or varied in accordance with section 80 or section 80A of the Act expire five years from the date of incorporation of the Company but without prejudice to any offer or agreement made before that date which would or might require the exercise by the directors after that date of their powers in pursuance of this authority.

- 3.4 The unissued shares in the capital of the Company shall only be allotted in accordance with the provisions of this sub-article:
- 3.4.(a) all shares to be allotted (*offer shares*) shall first be offered to the members of the Company (*the members*) in proportion to their existing holdings of shares (*initial offer*);
 - 3.4.(b) the initial offer shall be made by written notice (*offer notice*) from the directors specifying the number and price of the offer shares and shall invite each member to state in writing within a period not being less than 28 days whether they are willing to accept any offer shares and if so the maximum number of offer shares they are willing to take;
 - 3.4.(c) at the expiration of the time specified for acceptance in the offer notice the directors shall allocate the offer shares to or amongst the members who shall have notified to the directors their willingness to take any of the offer shares but so that no member shall be obliged to take more than the maximum number of shares notified by him under sub-article 3.4.(b);
 - 3.4.(d) if any offer shares remain unallocated after the initial offer the directors shall make a further offer (*further offer*) in writing (*further offer notice*) on the same terms as the initial offer to members who shall have expressed their willingness to purchase the offer shares and if there is more than one member to whom this sub-article applies then the further offer shall be pro rata to their existing holdings of shares;
 - 3.4.(e) at the expiration of the time specified for acceptance in the further offer notice the directors shall allocate the offer shares to or amongst the members who shall have notified to the directors their willingness to take any of the offer shares but so that no member shall be obliged to take more than the maximum number of shares notified by him under sub-article 3.4.(d);
 - 3.4.(f) if any offer shares remain unallocated after the further offer, subject to the provisions of this article and section 80 of the Companies Act 1985 the directors shall be entitled to dispose of these shares to such persons on such terms and in such manner as they think fit save that these shares shall not be disposed of on terms which are more favourable to their subscribers than the terms on which they were offered to the members; and
 - 3.4.(g) the provisions of sections 89(1) and 90(1) to (5) inclusive of the Companies Act 1985 shall have effect only to the extent that they are not inconsistent with this article.

LIEN

4. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder of it or shall be one of several joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien, if any, on a share shall extend to all dividends payable on it. Regulation 8 of Table A shall not apply.

TRANSFER OF SHARES

- 5.1 The directors may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien. They may also 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.

VARIATION OF RIGHTS

6. If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these articles relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

NOTICE OF GENERAL MEETINGS

- 7.1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote at it; and
 - (b) in the case of any other Meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.
- 7.2 The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- 7.3 Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.
- 7.4 Regulation 38 of Table A shall not apply.

- 7.5 If and for so long as the Company has only one member:
- 7.5.(a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and Regulation 40 of Table A is modified accordingly;
 - 7.5.(b) a proxy for the sole member may vote on a show of hands and Regulation 54 of Table A is modified accordingly; and
 - 7.5.(c) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles.

NUMBER OF DIRECTORS

8. The minimum number of directors shall be one and there shall be no maximum number. Regulation 64 of Table A shall not apply.

ALTERNATE DIRECTORS

- 9.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Save as otherwise provided in these articles, unless he is already an officer of the Company in his own right, an alternate director shall not, as such, have any rights other than those mentioned in sub-article 9.2.
- 9.2 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, and to attend, speak and vote at any such meeting at which the director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom. A director present at such meeting and appointed alternate director for any other directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting. An alternate director shall not be entitled to receive any remuneration from the Company for his services as an alternate director.
- 9.3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
- 9.4 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
- 9.5 Without prejudice to sub-article 9.2 and save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.
- 9.6 Regulations 65 to 69 (inclusive) shall not apply and Regulation 88 shall be modified accordingly.

POWERS OF DIRECTORS

- 10.1 The directors may sanction the exercise by the Company of all the powers of the Company to make provision for the benefit of persons (including directors) employed or formerly employed by the Company or any subsidiary of the Company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or any such subsidiary as are conferred by section 719 of the Act and the Insolvency Act 1986, section 187 and, subject to such sanction, the directors may exercise all such powers of the Company.
- 10.2 When one director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are conferred on the directors by the articles.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 11.1 The directors of the Company shall not retire by rotation and Regulations 73 to 77 (inclusive) of Table A shall not apply and Regulation 78 shall be modified accordingly.
- 11.2 The directors shall have power at any time and from time to time to appoint any other person to be a director of the Company either to fill a casual vacancy or as an addition to the board. Subject to sub-article 12.1 a director may be appointed under this article to hold office for life or any other period or upon such terms in respect of his retirement as the directors shall at the time of his appointment determine. Regulation 79 of Table A shall not apply.

DISQUALIFICATION AND REMOVAL OF DIRECTORS.

- 12.1 The office of director shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is a person who is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) he resigns his office by notice to the Company; or
 - (e) he is removed from office under section 303 of the Act, or by Extraordinary Resolution of the Company; or
 - (f) he is served with written notice under the hand of a director or the secretary of any Company which is for the time being the company's holding company that the board of directors of such company has resolved that his appointment be terminated;

- and Regulation 81 of Table A shall not apply.
- 12.2 No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

DIRECTORS' INTERESTS

13. Provided that a director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by section 317 of the Act he shall be counted in the quorum of any meeting of directors at which it is considered and shall be entitled to vote as a director in respect of it. Regulation 94 of Table A shall not apply.

DIRECTORS' GRATUITIES AND PENSIONS

14. The directors shall have power to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any director or former director of the Company or any subsidiary or holding company of the Company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such director ceases to hold office or employment). A director may vote at a meeting of directors in respect of any matter referred to in this article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

- 15.1 The quorum for the transaction of the business of the directors shall be two, except when one director only is in office, when it shall be one. A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply.
- 15.2 A resolution in writing signed by all the directors (including a sole director) entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 of Table A shall not apply.
- 15.3 Any director for the time being absent from the United Kingdom may supply to the Company an address and/or telex or facsimile transmission number whether or not within the United Kingdom to which notices of meetings of the directors may be sent and shall then be entitled to receive at such address or number notice of such meetings. Regulation 88 of Table A shall be modified accordingly.
- 15.4 A meeting of the directors may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that:
- 15.4.(a) a quorum of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of communication; and

- 15.4.(b) a quorum of the directors entitled to attend a meeting of the directors agree to the holding of the meeting in this manner.

DIVIDENDS

- 16.1 The directors may retain the dividends payable upon shares in respect of which any person is entitled to become a member under the provisions as to the transmission of shares contained in these articles, or which any person under those provisions is entitled to transfer, until that person shall become a member in respect of these shares or shall duly transfer them, in this case subject to article 5. Regulation 31 of Table A shall be modified accordingly.
- 16.2 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect of it. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company. Regulation 108 of Table A shall not apply.

BORROWING POWERS

17. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part of it, and, subject to the provisions of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including any member).

NOTICES

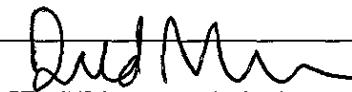
- 18.1 Any notice given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing. Any notice given by or on behalf of any person to the Company may be given by leaving it at or by sending it by post to the office or such other place as the directors may appoint. Regulation 111 of Table A shall not apply.
- 18.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. Regulation 115 of Table A shall not apply.

INDEMNITY

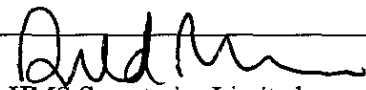
19. Without prejudice to the provisions of Regulation 118 of Table A the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees or auditors of the Company, or of any other company which is its holding company or parent undertaking or in which the Company or such holding company or parent undertaking or any of the predecessors of the Company or of such holding company or parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking 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. For the purposes of this article *holding company*, *parent undertaking* and *subsidiary undertaking* shall have the same meaning as in the Act.

**Name and Address of
Subscriber**



HMS Directors Limited
The Ca'd'oro
45 Gordon Street
Glasgow G1 3PE



HMS Secretaries Limited
The Ca'd'oro
45 Gordon Street
Glasgow G1 3PE

Dated the 18th day of SEPTEMBER 2001.

Witness to the above signatures:



The Ca'd'oro
45 Gordon Street
Glasgow G1 3PE