

FILE COPY



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

Company No. 4388894

The Registrar of Companies for England and Wales hereby certifies that
VENDELL LIMITED

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

Given at Companies House, Cardiff, the 6th March 2002



N04388894V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

VENDELL LIMITED

I, DIANA ELIZABETH REDDING

of OAKRIDGE LANE, SIDCOT, WINSCOMBE, NORTH SOMERSET
BS25 1LZ

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~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

WINSCOMBE, NORTH SOMERSET BS25 1LZ

On Day Month Year
05 03 2002

① Please print name.

before me ①

NICHOLAS REDDING

Signed

Date

05-03-2002

† 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.

DX number

REDDINGS
COMPANY LAW CONSULTANCY

"Applegarth"

Oakridge Lane

Sidcot, Winscombe

North Somerset BS25 1LZ
Tel: 01934 844345 Fax: 01934 844456

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

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



A12 *A1DQTSUAM 0041
COMPANIES HOUSE 06/03/02



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

VENDELL LIMITED



F010001H

Proposed Registered Office

Reddings

(PO Box numbers only, are not acceptable)

"Applegarth", Oakridge Lane,

Post town

Sidcot, Winscombe

County / Region

North Somerset

Postcode

BS25 1LZ

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

Postcode

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.

REDDINGS

COMPANY LAW CONSULTANCY

"Applegarth"

Oakridge Lane

Sidcot, Winscombe

DX number

North Somerset BS25 1LZ

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Companies House, Crown Way, Cardiff, CF4 302

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 33050 Cardiff

DX 235 Edinburgh



A12
COMPANIES HOUSE

0042
06/03/02

Form revised March 1995

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Lesley Anne

Surname

Chick

Previous forename(s)

Previous surname(s)

Address

4 The Terrace, Folly Lane,

Usual residential address

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

Shipham

Post town

Winscombe

County / Region

North Somerset

Postcode

BS25 1TE

Country

UK

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

Consent signature



Date

05-03-2002

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Diana Elizabeth

Surname

Redding

Previous forename(s)

Previous surname(s)

Address

Rainbow House, Oakridge Lane,

Usual residential address

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

Sidcot

Post town

Winscombe

County / Region

North Somerset

Postcode

BS25 1LZ

Country

UK

Day Month Year

Date of birth

13

06

1952

Nationality

British

Business occupation

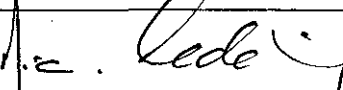
Company Law Consultant

Other directorships

Reddings Company Secretary Limited

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

Consent signature



Date

05-03-2002

Directors (continued) (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

Signed

Date

05-03-2002

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

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

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION OF
VENDELL LIMITED

1. The Company's name is "Vendell Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.

In addition to and without derogation from all powers of the Company as expressed or implied by law the Company shall have the following powers:

- (a) To carry on any other business which may in the opinion of the Directors be advantageously carried on with any of the businesses of the Company.
- (b) To purchase or otherwise acquire any property and any licences, options, rights or privileges in respect of any property.
- (c) To sell or otherwise dispose of and to grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (d) To construct, develop, alter, maintain, repair and manage any property of or which may in the opinion of the Directors be of benefit to the Company.
- (e) To apply for, register, purchase or otherwise acquire, obtain and grant licences to use, protect, prolong, renew and exploit, abandon and modify patents, trade marks, designs, trading styles and names, secret processes and any other intellectual or industrial property rights.
- (f) To promote or concur in the promotion of any company for the purpose of acquiring all or any of the assets and liabilities of the Company or for any purpose which may directly or indirectly benefit the Company, its officers or employees and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any of the shares or securities of any such company.
- (g) To subscribe for, take, purchase or otherwise acquire and hold, deal with, sell or otherwise dispose of shares, stocks, debentures, bonds or other securities in any company.

- (h) To amalgamate, enter into partnership or into any other relationship or arrangement with any individual or company carrying on or about to carry on any business which the Company is authorised to carry on.
- (i) To acquire and undertake the whole or any part of the business, property and liabilities of any individual or company carrying on or proposing to carry on any business which the Company is authorised to carry on and to pay for such acquisition in any manner including the issue of shares, debentures or other securities of the Company and to assume any liability or obligation of such individual or company.
- (j) To direct, assist or otherwise become involved in the affairs of any individual or company in which the Company has any financial or commercial interest.
- (k) To sell or otherwise dispose of the whole or any part of the assets or undertaking of the Company for such consideration as the Company may think fit including shares, debentures or other securities.
- (l) To invest and deal with the moneys of the Company not immediately required in any manner.
- (m) To lend and advance money or give credit to any individual or company on such terms as may seem expedient, to give any guarantee, security or indemnity in respect of any obligation of any individual or company including but not limited to any holding, subsidiary or associated company.
- (n) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing or any other obligation of the Company by mortgage, charge, lien or any other security upon all or any part of the assets and undertaking of the Company (both present and future) including its uncalled capital.
- (o) To draw, make, accept, endorse, discount, negotiate, execute, and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (p) To apply for, promote and obtain any Act of Parliament, charter, order, privilege, concession, licence or authorisation of any central or local governmental or quasi-governmental body for enabling the Company to carry any of its objects into effect or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceeding or application which may be directly or indirectly detrimental to the interests of the Company.
- (q) To enter into any arrangement with any central or local governmental or quasi-governmental body or any person or company which may seem conducive to the attainment of any of the Company's objects.
- (r) To pay for any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be

rendered to the Company either in cash or by the allotment of any shares in the Company credited as paid up to any extent or by the issue of any other securities in the Company or in any other manner.

- (s) To distribute any property of the Company among the Members of the Company in kind.
- (t) Subject to any restriction imposed by law to take out and maintain any policy or policies of insurance for insuring the officers and Auditor for the time being or from time to time of the Company or any of them against all or any liability which may be incurred by them in respect of any negligence, default, breach of duty or breach of trust of which the insured officers or officer and/or Auditor may be guilty in relation to the Company.
- (u) To establish, maintain and assist pension, superannuation and other funds and schemes (whether contributory or non-contributory) for the benefit of persons who are or have been Directors, officers, employees or servants or predecessors in business of the Company or of any holding, subsidiary or associated company of the Company and their spouses, children and other relatives and dependents and to give pensions, superannuation, annuities, gratuities and other benefits (whether in cash or in kind) and to provide facilities and services for and to insure any such persons; to establish, maintain and assist profit sharing and share purchase schemes for the benefit of any Director, officer, employee or servant of the Company or of any holding, subsidiary or associated company of the Company.
- (v) To make donations towards or otherwise assist any charitable, benevolent or public object.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts.
- (x) To pay any expenses in respect of the promotion and registration of the Company and the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (y) To exercise or pursue any power or object of the Company (express or implied) in any part of the world.
- (z) To do all such other things as are incidental or conducive to the attainment of the Company's objects or any of them.

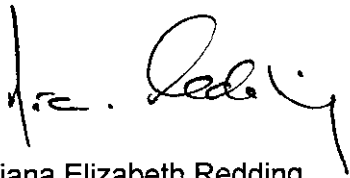
And it is hereby declared that the word "company" in this Clause, except where referring to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere.

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

I, the Subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

Name and Address of Subscriber

Number of shares taken by
Subscriber



Diana Elizabeth Redding
Rainbow House
Oakridge Lane
Sidcot
Winscombe
North Somerset
BS25 1LZ

one

Dated 5th March 2002

Witness to the above signature:



Lesley Anne Chick
4 The Terrace
Folly Lane
Shipham
Winscombe
Somerset
BS25 1TE

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF VENDELL LIMITED

PRELIMINARY

1. The regulations of the Company shall be 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 ("Table A") subject to the exclusions and modifications and together with the additional provisions set out in the Articles hereinafter contained.

SHARES

2. (a) The Directors may allot, grant rights to subscribe for or to convert any security into shares comprised in the authorised share capital with which the Company is incorporated to such persons, in such proportions and upon such terms and in such manner as they think fit provided that at any time when the Directors exercise any power conferred by this paragraph there is in existence appropriate authority in accordance with Section 80 of the Act.

(b) In accordance with Section 91(1) of the Act Sub-section (1) of Section 89 and Sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to any allotment of shares comprised in the authorised share capital with which the Company is incorporated.
3. (a) In accordance with Section 80 of the Act the Directors are generally and unconditionally authorised to exercise any power of the Company to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to the maximum amount (as hereinafter defined) throughout the period expiring on and including the termination date (as hereinafter defined) but after that date the Directors may allot any shares and grant rights to subscribe for or to convert any security into shares in pursuance of an offer or agreement made before that date.

For the purpose of this Article -

"maximum amount" shall mean the amount of the authorised share capital with which the Company is incorporated

and

"termination date" shall mean the day immediately preceding the fifth anniversary of the date of incorporation of the Company.

- (b) Subject to Section 80 of the Act the authority given in paragraph (a) of this Article may be varied, revoked or renewed by ordinary resolution.

LIEN

- 4. The lien conferred by Clause 8 in Table A shall also attach to every fully paid share and shall attach to a share (whether fully or partly paid) in respect of all monies owing to the Company by any registered holder of such share or by his estate whether such registered holder be a sole registered holder or one of two or more joint holders.

Clause 8 in Table A shall be modified accordingly.

TRANSFER OF SHARES

- 5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share whether a fully paid share or not.

The first sentence of Clause 24 in Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 6. (a) No business shall be transacted at any meeting unless a quorum is present. Except as hereinafter provided the quorum shall be 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 provided that at any time when the Company only has one member then the quorum necessary for the transaction of the business of the Company shall be one such person.

Clause 40 in Table A shall not apply to the Company.

- (b) Clause 41 in Table A shall be read and construed as if the following were added at the end -

" , and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

MEETINGS BY TELEPHONE ETC

- 7. Any member may participate in a general meeting by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other at all times whilst the business of the meeting is in progress and participation in such manner at such meeting shall be deemed to constitute presence in person at such meeting.

NUMBER OF DIRECTORS

8. Except as the Company may by Ordinary Resolution in General Meeting from time to time otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and whenever the minimum number of Directors is one then a sole Director may exercise all the powers, authorities and discretions vested in the Directors by Table A and these Articles.

Clause 64 in Table A shall not apply to the Company.

EXCLUSION OF POWER TO APPOINT ALTERNATE DIRECTORS

9. No Director shall be entitled to appoint any person to be his alternate and accordingly -
 - (i) Clauses 65 - 69 inclusive in Table A shall not apply to the Company; and
 - (ii) Clause 88 in Table A shall be read and construed as though the final sentence were omitted therefrom; and
 - (iii) Clause 89 in Table A shall be read and construed as though the final sentence were omitted therefrom; and
 - (iv) Clause 93 in Table A shall be read and construed as though the words from “; but a resolution signed by an alternate” to the end of that Regulation were omitted therefrom; and
 - (v) Clause 94 in Table A shall be read and construed as though the words from “and, in relation to an alternate director” to the end of that Regulation were omitted therefrom.

POWERS OF DIRECTORS

10. Without prejudice to the generality of Clause 70 in Table A the Directors may exercise all of the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 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.
11. The Directors may exercise all of the powers of the Company conferred by Clause 3(u) of the Memorandum and any Director in receipt of any benefit resulting from the exercise of any such powers shall be entitled to retain such benefit.

Clause 87 in Table A shall not apply to the Company.

EXCLUSION OF PROVISIONS FOR RETIREMENT OF DIRECTORS BY ROTATION

12. The Directors shall not be required to retire by rotation and accordingly -

- (i) Clauses 73, 74, 75 and 80 in Table A shall not apply to the Company; and
- (ii) Clause 76 in Table A shall be read and construed as though the words "other than a director retiring by rotation" were omitted therefrom; and
- (iii) Clause 77 in Table A shall be read and construed as though the words "(other than a director retiring by rotation at the meeting)" were omitted therefrom; and
- (iv) Clause 78 in Table A shall be read and construed as though the words "and may also determine the rotation in which any additional Directors are to retire" were omitted therefrom; and
- (v) Clause 79 in Table A shall be read and construed as though the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" were omitted therefrom; and
- (vi) Clause 84 in Table A shall be read and construed as though the final sentence were omitted therefrom.

DIRECTORS' INTERESTS

13. (a) A Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning any matter and even though such matter may be one in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company provided that -
- (i) he shall have declared the nature of his interest in accordance with Section 317 of the Act; and
 - (ii) where proposals are under consideration concerning the appointment of two or more Directors to offices or employment with the Company or any body corporate in which the Company is interested the proposals shall be divided and considered in relation to each Director separately and each of the Directors concerned shall only be entitled to vote and be counted in the quorum in respect of a resolution other than one concerning his own appointment.
- (b) Clauses 94 and 97 in Table A shall not apply to the Company.

TRANSACTION OF BUSINESS OF DIRECTORS

14. Except as hereinafter provided the quorum necessary for the transaction of the business of the Directors shall be two provided that at any time when the minimum number of Directors of the Company is one and there is only one Director for the time being of the Company the quorum necessary for the transaction of the business of the Directors shall be one.

Clause 89 in Table A shall not apply to the Company.

15. Any Director may participate in a meeting of the Directors or a committee of Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other at all times whilst the business of the meeting is in progress and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

THE SEAL

16. (a) The Directors may from time to time and at any time determine whether the Company shall or shall not have a Seal. Even if the Company shall have a Seal the Directors shall be at liberty to sanction the execution by the Company of a document either by the affixing of the Company Seal or otherwise. Any Seal of the Company shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.
- (b) The obligation under Clause 6 of Table A relating to the sealing of share certificates shall not apply to the Company.
- (c) Clause 101 of Table A shall not apply to the Company.
- (d) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official Seal for use abroad and such powers shall be vested in the Directors.

INDEMNITY

17. In addition to the indemnity provided in Clause 118 of Table A every Director or officer of the Company shall be indemnified out of the assets of the Company against any charge, cost, expense, liability and loss incurred by him in or about the exercise of his powers or the execution of his duties and shall not be liable for any loss or damage occasioned to the Company by the exercise of his powers or the execution of his duties insofar as any such charge, cost, expense, liability and loss incurred by him or any such loss or damage occasioned to the Company does not result from any negligence, default, breach of duty or breach of trust of which that Director is guilty in relation to the Company.

AUDIT EXEMPTION

18. If at any time the Company is exempt from any legal requirement for the time being that a company should appoint an Auditor or Auditors and if the Company has taken advantage of such exemption then for so long only as the Company is able to take and has taken advantage of such exemption -

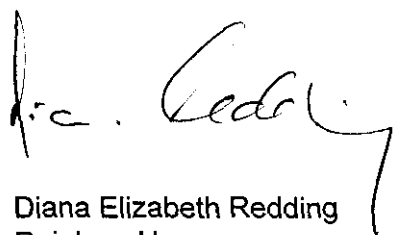
- (a) Clause 38 in Table A shall be read and construed as though the words "and auditors" at the end thereof were omitted.
- (b) Clause 118 in Table A shall be read and construed as though the words "(if any)" were added after the word "auditor".

SOLE MEMBERSHIP

19. In case the Company shall at any time have only one member who is a natural person then upon the death of the sole member -

- (a) each of the personal representatives of the sole member and/or such other person(s) as the sole member may by deed or will have nominated shall subject as provided below be deemed to have been appointed as Directors of the Company immediately prior to the death of the sole member provided that any such appointment shall only take effect as from a date (if any) agreed by the appointee in writing to the Company as the date of commencement of the appointee's directorship.
- (b) the personal representatives of the sole member and/or such other persons(s) as the sole member may by deed or will have nominated shall be entitled by written notice under the hand of the majority of same to appoint any Director or Directors of the Company whether in addition to or instead of the persons deemed to have been appointed pursuant to Article 19(a) above and to remove any Director appointed or deemed to have been appointed pursuant to Article 19(a) or Article 19(b) and any notice executed pursuant to this Article shall be effective immediately upon its receipt at the registered office of the Company and shall be retained with the Company's Board minutes.

Name and Address of Subscriber



Diana Elizabeth Redding
Rainbow House
Oakridge Lane
Sidcot
Winscombe
North Somerset
BS25 1LZ

Dated 5th March 2002

Witness to the above signature:



Lesley Anne Chick
4 The Terrace
Folly Lane
Shipham
Winscombe
Somerset
BS25 1TE