

**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering* insert full
name of Company† delete as
appropriateTo the Registrar of Companies
(Address overleaf)

For official use

For official use

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2431631

Name of company

* ABIVUE LIMITED

I, BARRY MICHAEL SPENCER LL.B(Hons) Law,
of 10 VICTORIA CRESCENT,
WIMBLEDON,
LONDON, SW20

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]
[person named as ~~director or secretary~~ ^{secretary} of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835

Declared at F.D. SACHS & COMPANY,
SOLICITORS, 104 KENSINGTON
CHURCH STREET, KENSINGTON,
LONDON, W8.

Declarant to sign below

the 18 SEP 1989 day of 18 SEP 1989

One thousand nine hundred and _____

before me F.D. Sachs

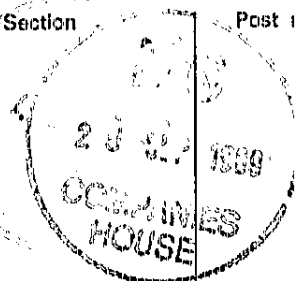
A ~~Commissioner for Oaths or Notary Public or Justice of the Peace~~ or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):
SPENCER COMPANY FORMATIONS
LIMITED, SUITE 4, A1 BUSINESS
CENTRE, 28 UPPER STREET,
ISLINGTON, LONDON, N1 0PN.
Tel: 01-354 2182.

For official Use

New Companies Section

Post room





COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office**

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 8)

For official use

--

Name of company

* insert full name
of company

* ABIVUE LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

A1 BUSINESS CENTRE	
28 UPPER STREET	
LONDON N1 0PN	
Postcode	

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

SPENCER COMPANY FORMATIONS LTD	
A1 BUSINESS CENTRE	
28 UPPER STREET	
LONDON N1 0PN	
Postcode	

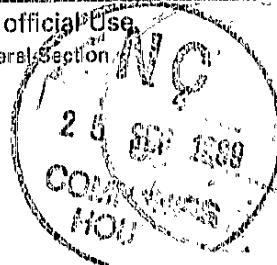
Number of continuation sheets attached (see note 1)

N/A

Presenter's name address and
reference (if any):

SPENCER COMPANY FORMATIONS LTD
A1 BUSINESS CENTRE
28 UPPER STREET
LONDON N1 0PN

For official use
General Section



Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 2)	Business occupation
SPENCER COMPANY FORMATIONS LTD	REGISTRATION AGENT
Previous name(s) (note 3)	Nationality
Address (note 4)	BRITISH
A1 BUSINESS CENTRE	Date of birth (where applicable)
28 UPPER STREET	(note 6)
LONDON N1 0PN	
Other directorships †	
I consent to act as director of the company named on page 1	
Signature	Date 18 SEP 1989

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable)
Postcode	(note 6)
Other directorships †	
I consent to act as director of the company named on page 1	
Signature	Date

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable)
Postcode	(note 6)
Other directorships †	
I consent to act as director of the company named on page 1	
Signature	Date

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)	Business occupation
SPENCER COMPANY FORMATIONS LTD	REGISTRATION AGENT
Previous name(s) (note 3)	Nationality
Address (note 4)	BRITISH
A1 BUSINESS CENTRE	Date of birth (where applicable)
28 UPPER STREET	(note 6)
LONDON N1 0PN	
Other directorships †	
I consent to act as director of the company named on page 1	
Signature	Date 18 SEP 1989

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

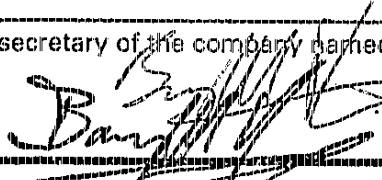
Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable)
Postcode	(note 6)
Other directorships †	
I consent to act as director of the company named on page 1	
Signature	Date

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable)
Postcode	(note 6)
Other directorships †	
I consent to act as director of the company named on page 1	
Signature	Date

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this margin

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bold block lettering

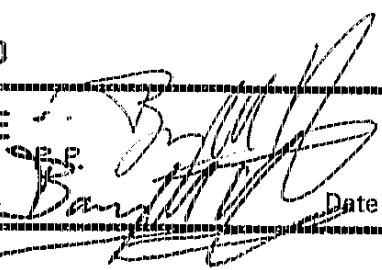
The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	
BARRY MICHAEL SPENCER LL.B(HONS) LAW	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
10 VICTORIA CRESCENT, WIMBLEDON, LONDON, SW20.	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date
	18 SEP 1989

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

SPENCER COMPANY FORMATIONS LTD

delete if the form is
signed by the
subscribers

A1 BUSINESS CENTRE	
28 UPPER STREET	
LONDON N1 0PN	
Signature of agent on behalf of subscribers	Date
	18 SEP 1989

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

1
The Companies Act 1985

Company Limited by Shares



MEMORANDUM OF ASSOCIATION

OF

ABIVUE

LIMITED

• • • • •

(1) The Company's name is: ABIVUE LIMITED.

(2) The Company's registered office is to be located in England & Wales.

(3) The Company's objects are:

(a) To engage in any form of retail and/or wholesale business/enterprise and/or to provide such service(s) as is/are deemed appropriate by the Director(s) of the said Company.

(b) To commence any other business or trade that is deemed appropriate by the Board of Directors, whether or not such business or trade is ancillary and/or complementary, once the Board adjudges it to be in the general interests of the Company.

(c) To purchase or otherwise acquire any interest in real or personal property including; easements, rights of way, concessions, licences, mortgages, leases, or to sell, hire, rent, surrender, or accept surrender, or otherwise deal with freehold, leasehold or any other legal title, or to purchase or otherwise acquire, plant and/or machinery, patents, industrial and/or commercial processes as is adjudged by the Board to be in the general interests of the Company, its departments or subsidiaries.

W.B. 15503/000259

- (d) To erect, build, manufacture, construct, adapt, alter, let on hire, re-model, repair, assemble, pull down, dismantle, enlarge, remove or replace any; shops, stores, offices, warehouses, factories, railways, office equipment, factory plant and material, roads, pathways, or anything else which may be advantageous or convenient to the Company, and to subsidise or make such contribution, either directly or indirectly, or to maintain any of the above in anyway deemed to be in the best interests of the Company by the Board of Directors.
- (e) To act as wholesaler, retailer or purchase, sell, import or export any goods, services or property, and to give such undertakings, guarantees, part-exchanges as are appropriate in the circumstances and that will be in the best interests of the Company as adjudged by the Board of Directors.
- (f) To borrow or raise money or ensure such facilities in connection with the Company's business with such security and at such interest rates as may be considered expedient in all the circumstances, in particular the aforementioned can be secured by; mortgage, charge, bond, by using the uncalled capital of the Company, the issue of shares either at par, market or discount value, with such terms, preferences, privileges as are considered appropriate, the issue of debentures, either permanent, repayable or redeemable and further by, or separately to the above, any trust deed or other legal assurance which is acceptable to any individual, bank, finance house, company, building society or other legitimate lending body.
- (g) To provide credit, act as a guarantor, and/or advance money to customers, firms, companies and others, with or without security, and on such terms as may be deemed appropriate, and to ensure that such advances/guarantees will be honoured if the agreed terms have been satisfied.
- (h) To receive money on deposit or loan, on such terms as the Company may agree, and to generally act as bankers to firms, companies, customers and others.
- (i) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company, it's subsidiaries, or predecessors, or the dependents of such persons, and to establish and maintain or concure in the upkeep of trusts, funds or schemes (whether contributory or non-contributory) for the purpose of providing pensions and funds for the aforesaid and their dependents.
- (j) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments of all kinds including; bills of exchange and promissory notes.

- (k) To invest and deal with money not immediately required by the Company for it's business to be invested in other areas to be determined by the Company to be appropriate in the circumstances.
- (l) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company formed to carry on, or possessed of such real or personal property or rights suitable for the purposes of the Company, and to pay for such in cash (by installments or otherwise), securities, fully or partly paid up shares or by any other method, on such terms and for such time period thought suitable.
- (m) To accept payment for any property or rights disposed of by the Company on such terms and by such method as seems suitable in the circumstances including; the right to accept stock shares in another company or corporation, with or without preferential rights, debentures, mortgage debentures or any other security approved by the Company.
- (n) To amalgamate, co-operate, come to an arrangement or partnership with any firm, company or person that may benefit the business of this Company, and on such terms and for such time period as may be approved, and to acquire, sell, hold or dispose of any real or personal property, shares, stock or other interests in any such body, and to guarantee the contracts or liabilities of, and or assist such, inkeeping with the approved terms.
- (o) To sell and in any other manner deal with or dispose of the Company or any of the property, rights and assets, for such consideration and on such terms that may be approved, including the right to manage, improve, turn to account, exchange, rent, share of profits or to grant licences, easements, priviledges or other interests and to apply for, register, purchase or by any other means acquire and protect and renew trade marks, patents, licences, concessions and designs.
- (p) To pay all and any expenses incurred in connection with the promotion, function, formation and incorporation of this Company.
- (q) To distribute any property in specie among any members of the Company.
- (r) To do all or any of the aforementioned in any part of the world as principles, agents, trustees, contractors or otherwise, either alone or with others either by or through agents, trustees, or otherwise.
- (s) To do all other things that are incidental or conducive to the attainment of the above rights.

It is hereby expressly declared that each of the foregoing paragraphs shall be construed independently of the other paragraphs hereof, and that none of the objects mentioned in any paragraph shall be deemed to be merely subsidiary to the objects mentioned in any of the other paragraphs.

- (4) The liability of the members is limited.
- (5) The Company's share capital is £ 1000, divided into 1000 shares of £ 1 each.

WE, the several persons whose names and addresses are subscribed wish to be formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES & ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
SPENCER COMPANY FORMATIONS LIMITED 28 Upper Street, Islington, London, N1 0PN. <i>John Spencer</i> <i>John Spencer</i>	ONE
BARRY MICHAEL SPENCER LL.B(HONS), 10 Victoria Crescent, Wimbledon, London, SW20. <i>BMS</i>	ONE
TOTAL SHARES TAKEN	TWO

Dated this 18th day of SEPTEMBER 1989.

Witness to the above signatures:

Darrin Quinn,
 10 Victoria Crescent,
 Wimbledon,
 LONDON, SW20.

[Signature]

Company Limited by Shares

OF

ABIVUE

LIMITED

0123456789101112131415161718192021222324252627282930313233343536373839404142434445464748495051525354555657585960616263646566676869707172737475767778798081828384858687888990919293949596979899

- (1) Save as otherwise indicated, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 hereinafter referred to as "Table A" shall apply to the Company.
- (2) Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
- (3) The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for shares in or debentures of the Company, nor shall the Company 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.
- (4) At the date of the adoption of these Articles the capital of the Company is £1000 divided into 1000 ordinary shares of £1 each.
- (5) CAPITAL
Subject to Article 6 hereof, the Directors of the Company shall within a period of not more than 5 years from the date of incorporation, have the authority to exercise the Company's power to allot, grant options over or otherwise deal with or dispose of any relevant securities (as defined by S.80(2) of the Companies Act, 1985) of the Company, such persons and on such terms and conditions that the Directors deem appropriate.
- (6) (a) Sections 89(1), 90(1) to (6) of the Companies Act, 1985, shall not apply in relation to the issue of any equity securities by the Company but are substituted by Article 6 sub-paragraph (b) hereof.

- (6) (b) Save as otherwise directed by the Company in general meeting all shares allotted pursuant to Article 5 hereof must first be offered to the members of the Company in as near a proportion as possible to the existing shares held by them and that such offer shall be made by notice in writing stating the number of shares to which each member is entitled and limiting a time period of not less than 21 days for the offer to be accepted. If such offer is not accepted it will be deemed to have been declined and the Directors may, subject to these Articles, allot or otherwise dispose of the said shares in a manner which they deem most beneficial to the interests of the Company. If, however, the Directors are of the opinion that the shares cannot be conveniently offered to the members as hereinbefore provided they may otherwise dispose, allot, or grant options over the same to such persons and on such terms as they think appropriate.
- (7) LIEN . The lien conferred by Regulation 8 of Table A of the Companies Act, 1985, on shares and dividends shall also apply to fully paid up shares and dividends registered in the name of any person in respect of all money owed by such person to the Company on whatever basis, whether he is the sole registered holder or one of two or more thereof or however held.
- (8) TRANSFER OF SHARES Without assigning any reason the Directors may, with absolute discretion, decline to register any transfer of any share or shares whether or not, it or they, are fully paid up. The first sentence of Regulation 24 of Table A of the Companies Act, 1985, is accordingly not applicable.
- (9) PROCEEDINGS AT GENERAL MEETINGS There shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company (S.372(3) of the Companies Act, 1985, with Regulation 38 of Table A modified and the second sentence of Regulation 59 of Table A be deleted).
- (10) DIRECTORS There must be at least one Director but no maximum number of Directors unless and until decided by the Company in a general meeting. If there is a sole Director such Director will have all the powers and authorities granted by these Articles and Table A of the Companies Act, 1985, as if there were two or more Directors with Regulations 89 and 90 modified accordingly. The first Directors of the Company shall be the person or persons named in the statement to the Registrar of Companies prior to the formation of the Company pursuant to S.10 of the Companies Act, 1985, and such Directors need not hold shares in the Company but shall, nevertheless, be entitled to receive notice and attend all the meetings of the Company.
- (11) The Company shall not be subject to S.293 of the Companies Act, 1985, and, therefore, any person can be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of 70 years.

(12) No Director shall be subject to retirement by rotation and a Director can only be elected at a general meeting unless:

- (a) he is recommended by the Directors; or
- (b) not less than 15 or more than 35 clear days before the date of the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

NAMES AND ADDRESSES OF SUBSCRIBERS

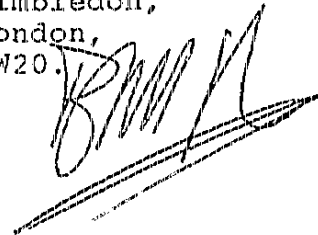
SPENCER COMPANY FORMATIONS LIMITED,
THE A1 BUSINESS CENTRE,
28 UPPER STREET,
LONDON, N.1 0PN.

BARRY MICHAEL SPENCER,
10 Victoria Crescent,
Wimbledon,
London,
SW20.

SIGNED ON BEHALF OF THE ABOVE BY:

(DIRECTOR)



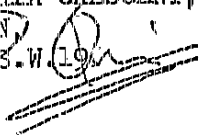


DATED THIS DAY THE

18th. SEPT. 1989

WITNESS TO THE ABOVE SIGNATURE:

DARRIN QUINN,
10 VICTORIA CRESCENT,
WIMBLEDON
LONDON, S.W. 19



FILE COPY



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

No. 2431631

I hereby certify that

ABIVUE LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 11 OCTOBER 1989

P. Bevan
P. BEVAN

an authorised officer