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COMPANIES FORM No. 12

12**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

To the Registrar of Companies

For official use

For official use

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2401354

Name of company

* SHANNON COURT (41) LIMITED

* insert full
name of CompanyI, ROBIN MARK STAUNTONof SHANNON COURT, CORN STREET, BRISTOL BS99 7JZ† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(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 SHANNON COURT

Declarant to sign below

CORN STREETBRISTOL BS99 7JZthe 12th day of JulyOne thousand nine hundred and eighty ninebefore me W. J. P.

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

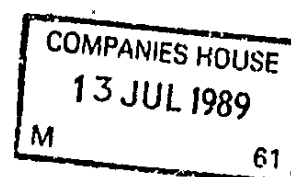
Presentor's name address and
reference (if any):

LAWRENCE TUCKETTS
SHANNON COURT
CORN STREET
BRISTOL BS99 7JZ

For official Use

New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

4-88 B'HAM.
6017173

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

Name of company

*Insert full name
of company

* SHANNON COURT (41) LIMITED

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

SHANNON COURT, CORN STREET, BRISTOL	
Postcode	BS99 7JZ

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

LAWRENCE TUCKETTS	
SHANNON COURT	
CORN STREET	
BRISTOL	Postcode BS99 7JZ

Number of continuation sheets attached (see note 1)

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

LAWRENCE TUCKETTS
SHANNON COURT
CORN STREET
BRISTOL BS99 7JZ

For official use

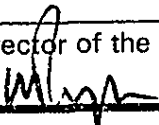
General Section

Post room


COMPANIES HOUSE
13 JUL 1989

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) TIMOTHY EDWARD PYPER		Business occupation SOLICITOR	
Previous name(s) (note 3) N/A		Nationality BRITISH	
Address (note 4) SHANNON COURT		Date of birth (where applicable)	
CORN STREET		(note 6) N/A	
BRISTOL	Postcode BS99 7JZ		
Other directorships† BRISTOL LAW SOCIETY			
HOURLMONT HOLDINGS LIMITED			
BRISTOL VISUAL AND ENVIRONMENTAL BUILDING TRUST LIMITED			
I consent to act as director of the company named on page 1			
Signature 		Date 12/7/89	

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

Name (note 3) ROBIN MARK STAUNTON		Business occupation SOLICITOR	
Previous name(s) (note 3) N/A		Nationality BRITISH	
Address (note 4) SHANNON COURT		Date of birth (where applicable)	
CORN STREET		(note 6) N/A	
BRISTOL	Postcode BS99 7JZ		
Other directorships† YOUNGS OF LEICESTER LIMITED			
I consent to act as director of the company named on page 1			
Signature 		Date 10-7-89	

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 secretary, or joint secretaries, of the company are as follows:

Please do not write in this margin

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

Name (notes 3 & 7)		ROBIN MARK STAUNTON	
Previous name(s) (note 3)		N/A	
Address (notes 4 & 7)		SHANNON COURT	
		CORN STREET	
BRISTOL		Postcode	BS99 7JZ
I consent to act as secretary of the company named on page 1			
Signature		Date 10-7-89	

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	

Delete if the form is signed by the subscribers.

Signature of agent on behalf of subscribers		Date 21-7-89
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Delete if the form is signed by an agent on behalf of the subscribers.

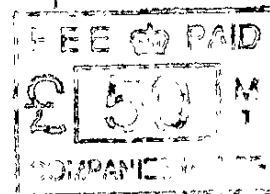
All the subscribers must sign either personally or by a person or persons authorised to sign for them.

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

247-89

- 1 -

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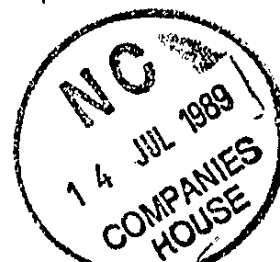
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SHANNON COURT (41) LIMITED



1. The name of the Company is "SHANNON COURT (41) LIMITED".
2. The registered office of the company will be situated in England.
3. The objects for which the Company is established are:-

(a) To carry on any of the businesses of manufacturers, importers, exporters, wholesalers, retailers, distributors, agents, franchisees, brokers of and dealers in goods and products of every description; consultants, advisers, managers, agents and providers of every kind of financial, commercial, industrial and other services, warehouseman, hauliers, carriers, shippers, contractors, builders, printers, publishers, advertisers, dealers, repairers, maintainers, operators and hirers of motor and other vehicles and all kinds of machinery, plant, tools and other equipment;

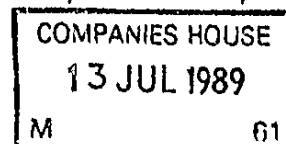
(b) To act as a holding company and to carry on any business or activity which any subsidiary of the Company has power to carry on or if the Company becomes the subsidiary of any other company to carry on any business or activity which its holding company or any fellow subsidiary of the holding company has power to carry on and to acquire any business or activity carried on by any holding subsidiary or fellow subsidiary company and to continue any such business or activity if it should cease to be the holding or subsidiary company of any such company.

(c) To purchase or otherwise acquire and/or to carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses or other objects of the Company.

(d) To purchase or by any other means acquire and assume for any estate or interest whether freehold or leasehold legal or equitable and to take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(e) To apply for, register, 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, designs, protections and concessions and to disclaim, alter,

£150
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p3
003169



modify, use and turn to account and to manufacture under or grant licences or privileges in respect on the same, and to expand money in experimenting upon, testing and improving and patents, inventions or rights which the Company may acquire or propose to acquire.

(f) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(g) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, or turn to account, grant licences, options, right and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(h) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(i) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(j) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncanceled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(k) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(l) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect. or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(m) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.

(n) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(o) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company of companies.

(p) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of 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 any such company as aforesaid.

(q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(r) To act as agents or brokers and as trustees for any

person, firm or company, and to undertake and perform sub-contracts.

(s) To renumerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(t) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(u) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business if the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or shares purchase schemes for the benefit of any of the employees of the company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(v) To distribute among the Members of the company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this clause except where used in reference to the 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 share capital of the Company is £100 divided into 100 shares of £1 each.

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

Names, addresses and description of Subscribers	Number of shares taken by each Subscriber
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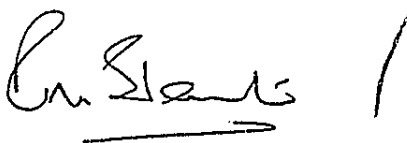
TIMOTHY EDWARD PYPER
Shannon Court
Corn Street
Bristol BS99 7JZ



Solicitor

one

ROBIN MARK STAUNTON
Shannon Court
Corn Street
Bristol BS99 7JZ



Solicitor

one

Dated this 12th day of July 1989

Witness to the above Signatures:-

MICHAEL SMITH
Shannon Court
Corn Street
Bristol BS99 7JZ



Articled Clerk

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SHANNON COURT (41) LIMITED

PRELIMINARY

1. The Company is a private company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the Regulations contained or incorporated by reference in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References herein contained to "Regulations" are to Regulations in Table A and references herein to "the Act" are references to the Companies Act 1985 unless otherwise stated.

SHARE CAPITAL

2. The share capital of the Company on incorporation is £100 divided into 100 Ordinary Shares of £1 each.

ALLOTMENT OF SHARES

3. (a) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power to allot Ordinary Shares of £1 each (being relevant securities within the meaning of that Section) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of the share capital of the Company on incorporation at any time or times during the period of one year from the date of the Company's incorporation. The authority contained in this paragraph shall extend to the allotment of such shares (within such limit) after the expiry of such period of one year pursuant to an offer or agreement so to do made by the Company within that period.

(b) After the authority to allot shares referred to in paragraph (a) hereof has been exhausted or has expired any further shares which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed

to be declined. After the expiration of that period, those shares declined or deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; the further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offers or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by Special Resolution shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, but no shares offered to but not accepted by the Members under this paragraph shall be disposed of on terms more favourable to the subscriber thereof than the terms on which it was offered to the Members.

(c) In accordance with Section 91 of the Act sub-section (1) of Section 89 and sub-sections (1) to (6) of Section 90 shall be excluded from applying to the Company.

TRANSFER OF SHARES

4. The Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

TRANSMISSION OF SHARES

5. The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

6. Every notice conveying a General Meeting shall contain 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 also be a Member; and notice of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

7. Regulation 41 shall be read and construed as if the words "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" were added at the end.

8. A resolution in writing signed by all Members for the time

being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members. Regulation 53 shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. (a) Regulation 64 shall not apply to the Company.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be two.

(c) The Directors shall not be required to retire by rotation and accordingly regulations 73 to 80 inclusive shall not apply to the Company.

(d) The Members may by Ordinary Resolution passed at any General Meeting of the Company appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

(e) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and if not reappointed at such meeting, he shall vacate office at the conclusion thereof.

ALTERNATE DIRECTORS

10. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company address at which notices may be served upon him) be

entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director who he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

(f) regulations 65 to 69 inclusive shall not apply to the Company.

POWERS OF DIRECTORS

11. The quorum necessary for the transaction of the business of the Directors shall be two.

12. (a) Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:-

- (i) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested;
- (ii) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested;
- (iii) may, or any firm or company of which he is a principal may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
- (iv) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any

such interest or benefit; and

(v) shall be entitled to vote and be counted in the quorum on any matter concerning paragraph (i) to (iv) above

(b) For the purposes of this Article:-

(i) a general notice to the Directors that a Director is to be regarded as having an interest in a particular transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and to the extent specified in such general notice;

(ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

(iii) an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without the prejudice to any interest which the alternate director has otherwise.

(c) Regulations 85, 86 and 94 to 96 inclusive shall not apply to the Company.

13. The Directors may exercise the powers of the Company conferred in the Memorandum to provide for pensions and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Accordingly. Clause 87 in Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

14. (a) The office of a Director shall be vacated if:-

(i) 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

(ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(iii) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

(iv) he resigns his office by notice to the Company.

(b) Regulation 81 shall not apply to the Company.

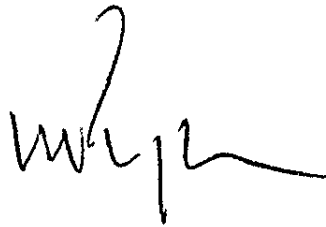
INDEMNITY

15. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act. Accordingly, Regulation 118 shall not apply to the Company.

Names, addresses and description of Subscribers

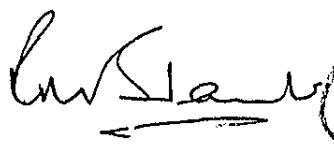
TIMOTHY EDWARD PYPER
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Bristol BS99 7JZ

Solicitor



ROBIN MARK STAUNTON
Shannon Court
Corn Street
Bristol BS99 7JZ

Solicitor

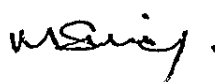


Dated this 12th day of July 1989

Witness to the above Signatures:-

MICHAEL SMITH
Shannon Court
Corn Street
Bristol BS99 7JZ

Articled Clerk





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

No. 2407354

I hereby certify that

SHANNON COURT (41) 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 24 JULY 1989

E. Owen
Mrs E. OWEN

an authorised officer