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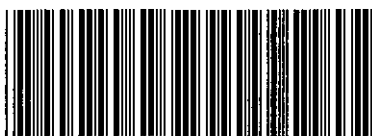
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5078580

The Registrar of Companies for England and Wales hereby certifies that  
PADDICO (260) 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 19th March 2004



\*N05078580K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B



Companies House

for the record

# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

Paddico (260) Limited

I, Mark Patrick Keane

of 34 St Pauls Street Leeds LS1

do solemnly and sincerely declare that I am a <sup>†</sup> ~~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.

† Please delete as appropriate.

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

17.03.2004

17/03/2004

Declared at

CARLTON TOWER LEEDS

Day Month Year

On

26 02 2004

• Please print name.

before me

TIMOTHY D. CROSS

Signed

Date

26.02.04

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

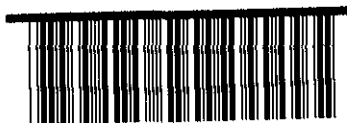
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Addlestone Keane Carlton Tower 34 St  
Pauls Street Leeds LS1 2QB

Tel 0113 2384600

DX number 26422

DX exchange Leeds Park Sq



A35  
COMPANIES HOUSE  
\*AQEG4T19\*  
0685  
18/03/04  
A38  
COMPANIES HOUSE  
\*AGTFR160\*  
0668  
06/03/04

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



Companies House

for the record

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

# 10

First directors and secretary and intended situation of  
registered office

Company Name in full

Paddico (260) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

5th Floor Carlton Tower

34 St Pauls Street

Post town

Leeds

County / Region

West Yorkshire

Postcode

LS1 2QB

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.

Addlestone Keane Carlton Tower 34 St  
Pauls Street Leeds

LS1 2QB

Tel 0113 2384600

DX number 26422

DX exchange Leeds Park Sq



A35  
COMPANIES HOUSE  
A38  
COMPANIES HOUSE

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18/03/04  
0667  
06/03/04

Form revised July 1998

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

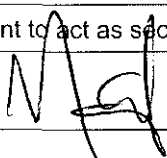
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
or

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

for companies registered in Scotland

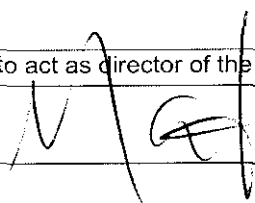
DX 235 Edinburgh

## Company Secretary (see notes 1-5)

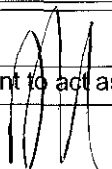
Company name		Paddico (260) Limited	
NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Mark Patrick	
Surname		Keane	
Previous forename(s)			
Previous surname(s)			
Address		The Grange Barn, Moor Lane	
Usual residential address		Kirkby Overblow	
For a corporation, give the registered or principal office address.			
Post town		Harrogate	
County / Region		North Yorkshire	Postcode HG3 1HU
Country		England	
I consent to act as secretary of the company named on page 1			
Consent signature			Date 26.02.04

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Mark Patrick	
Surname		Keane	
Previous forename(s)			
Previous surname(s)			
Address		The Grange Barn, Moor Lane	
Usual residential address		Kirkby Overblow	
For a corporation, give the registered or principal office address.			
Post town		Harrogate	
County / Region		North Yorkshire	Postcode HG3 1HU
Country		England	
Date of birth		Nationality British	
Business occupation		SOLICITOR	
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature			Date 26.02.04

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	*Style / Title	Mr	*Honours etc							
* Voluntary details	Forename(s)	David James								
	Surname	Evans								
	Previous forename(s)									
	Previous surname(s)									
<b>Address</b>	9a Meadow Valley									
<b>Usual residential address</b>	Alwoodley									
For a corporation, give the registered or principal office address.	Post town	Leeds								
	County / Region	West Yorkshire	Postcode	LS17 7RF						
	Country									
	Day	Month	Year							
<b>Date of birth</b>	1	8	0	1	1	9	6	9	<b>Nationality</b>	British
<b>Business occupation</b>	Solicitor									
<b>Other directorships</b>										
	I consent to act as director of the company named on page 1									
<b>Consent signature</b>									<b>Date</b>	26.02.04

**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



Date

26.02.04

Signed



Date

26.02.04

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Company Number:

014051

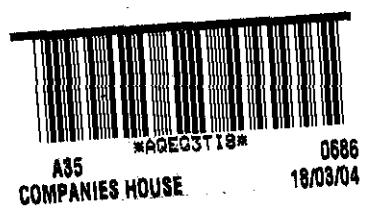
5078580

INC 4207 13th



THE COMPANIES ACT 1985-1989

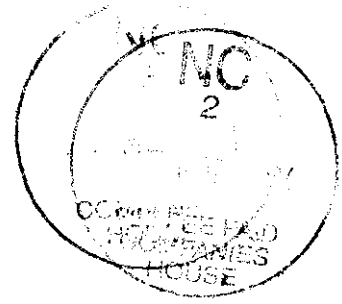
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

-of-

PADDICO (260) LIMITED



076776  
076776

1. The name of the Company is Paddico (260) Limited
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established are:-
  - (1) To carry on business as a general commercial company and without prejudice to the generality of the foregoing all or any of the businesses of general merchants and traders manufacturers assemblers distributors importers exporters merchants factors and shippers of and wholesale and retail dealers in goods wares produce products commodities fancy goods handicrafts and merchandise of every description to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons firms or companies as may be thought expedient and to negotiate assign and mortgage or pledge for cash or otherwise any such agreements and the payments due thereunder and any property the subject thereof to carry on all or any of the businesses of mail order specialists credit and discount traders cash and carry traders manufacturers agents commission and general agents brokers factors warehousemen and agents in respect of raw and manufactured goods of all kinds and general railway shipping and forwarding agents and transport contractors to create establish build up and maintain an organisation for the marketing selling retailing servicing advertisement distribution or introduction of the products merchandise goods wares and commodities dealt in or services rendered by any persons firms or companies and to participate in undertake perform and carry

out all kinds of commercial trading and financial operations and all or any of the operations ordinarily performed by import export and general merchants factors shippers agents traders distributors capitalists and financiers either on the Companys own account or otherwise and to open and establish shops stalls stores markets and depots for the sale collection and distribution of the goods dealt in by the Company and to carry on any other trade or business whether subsidiary or not which can in the opinion of the Company be carried on advantageously in connection with any of the trade or businesses aforesaid or which in the opinion of the Company will enhance the value of any of the Companys property

(2) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company

(3) To acquire by any means any real or personal property or rights whatsoever and to construct maintain and alter any buildings or works necessary or convenient for the purposes of the Company

(4) To improve manage develop grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company

(5) To make experiments in connection with any business or proposed business of the Company and to experiment upon test or improve any patents inventions or rights which the Company may acquire or propose to acquire

(6) To acquire and undertake the whole or any part of the business property and liabilities of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit or possession of any property suitable for the purposes of the Company

(7) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares debentures or other securities of the Company credited as fully or partly paid up or otherwise

(8) To acquire and hold share debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company

(9) To lend money or give credit to such persons on such terms as may seem expedient

(10) To borrow money and to secure by mortgage charge or lien upon the whole or any part of the Companys undertaking and property (whether present or future) including its uncalled capital the discharge by the Company or any other persons of any obligation or liability

(11) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient

(12) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or adapt such methods or by any other method the performance of any obligations or commitments of and the repayment or payment of the principle amounts of and premiums interest dividends and other monies payable on or in respect of any debentures debenture stock loan stock shares or other securities liabilities or obligations of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company as defined by Section 736 of the Companies Act 1985 of the Company or another subsidiary of such holding company or otherwise associated with the Company in business or through shareholdings and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business activity or transaction or as a business activity or transaction by itself

(13) 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

(14) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and to give



or procure the giving of donations gratuities pensions allowances or emoluments to any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid and the wives widows families and dependants of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid

(15) To establish administer and/or control any share option scheme for the benefit of Directors and/or employees whether approved by the Board of the Inland Revenue or not

(16) To establish and subsidise or subscribe money to any institute associations clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company or person as is mentioned in the immediately preceding paragraph of this Clause and to make payments for any charitable benevolent public general or useful objects

(17) To enter into any arrangements with governments or authorities (supreme municipal local or otherwise) or any person or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government authority person or company any rights privileges charters contracts licences and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with the same

(18) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or 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

(19) To enter into any partnership or arrangement for sharing profits co-operation or

union of interest with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit

(20) To establish or promote or join in the establishment or promotion of any other company for the purpose of acquiring and undertaking the whole or any part of the business property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares debentures or other securities of any such company

(21) To amalgamate with any other company

(22) To dispose by any means of the whole or any part of the undertaking or property of the Company

(23) To distribute any of the Companys property among the Members in specie

(24) To cause the Company to be registered or recognised in any part of the World

(25) To do all or any of the above things in any part of the World and either as principal agent trustee contractor or otherwise and either alone or in conjunction with others and by or through agents trustees sub-contractors or otherwise

(26) To do all other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them

And it is hereby declared that:-

(A) the word "company" in this except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and

(B) each of the objects specified in each paragraph of this shall except where otherwise expressed in such paragraph be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the

Company

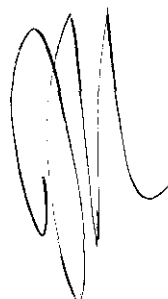
4. The liability of the Members is limited

5. The Share Capital of the Company is £100000 divided into 100000 Ordinary Shares  
of £1 each

We the several persons whose names addresses and descriptions are subscribed hereto 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 DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
--	--

DAVID JAMES EVANS  
CARLTON TOWER  
34 ST PAULS STREET  
LEEDS LS1 2QB



ONE

MARK PATRICK KEANE  
CARLTON TOWER  
34 ST PAULS STREET  
LEEDS LS1 2QB



ONE

Dated the 26 day of february 2004

Witness to the above signatures:-

SUE BAULK

CARLTON TOWER

34 ST PAULS STREET

LEEDS LS1 2QB

SECRETARY

A handwritten signature in cursive script, appearing to read 'S Baulk'.

16.03.2004

THE COMPANIES ACT 1985-1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

PADDICO (260) LIMITED

PRELIMINARY

1. The Company is a private company and the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company save in so far as they are varied or excluded by or are inconsistent with these Articles
2. Regulations 8 24 73 to 80 (inclusive) and 94 to 97 (inclusive) of Table A shall not apply to the Company

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of every Member (whether solely or jointly with others) for all debts or liabilities due from such Member of his estate whether solely or jointly with any other person (whether or not a Member) and whether or not such debts or liabilities are

presently payable or dischargeable The Companys lien on a share shall extend to all dividends or other moneys and rights payable thereon or accruing thereto or in respect thereof

## SHARES

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

(b) All shares which are comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as maybe to the number of the existing shares held by them respectively unless the Company in general meeting 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 14 days) within which the offer if not accepted will be deemed to be declined After the expiration of that period those shares so deemed to be declined shall be offered in the proportions aforesaid to the persons who have within the said period accepted all the shares offered to them such further offer shall be made in like terms in the same manner and limited by a like period as the original offer Any shares not accepted pursuant to such offer or further offer as aforesaid and not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid 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 provided that in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members The foregoing provisions of paragraph (b) shall have

effect subject to Section 80 of the Act

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to any time or times during the period of 5 years from the date of incorporation and the Directors may after that period allot any shares or grant any such rights under this Authority in pursuance of an offer or agreement so to do made by the Company within that period The authority hereby given may at any time (subject to the said Section 80) be renewed revoked or varied by Ordinary Resolution of the Company in general meeting

#### TRANSFER OF SHARES

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

#### PROCEEDINGS AT GENERAL MEETINGS

6. The quorum for the transaction of business at any general meeting subject to Article 7 of these Articles shall be two Members present in person or by proxy or a duly authorised representative of a corporation

7. If and for so long as the Company has only one Member that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum

8. If a quorum is not present within half an hour of the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same



time and place or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor the Members present shall be a quorum provided that if the general meeting is convened on the requisition of Members such adjourned general meeting shall be dissolved

9. If the membership of the Company falls to one Member or having had one Member increased to more than one Member an appropriate statement of such event shall be entered in the Register of Members pursuant to Section 352(A) of the Act

10. If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in general meeting of the Company or by means of a Written Resolution that decision shall be valid and effectual as if agreed by the Company in general meeting provided that this Article shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act Any decision taken by a Member pursuant to this Article shall be recorded in writing and delivered by that Member to the Company for the Companys Minutes Book

11. If and for so long as the Company has only one Member and that Member is a Director the Company shall comply with Section 322B of the Act

12. Anything that may be done by resolution of the Company in general meeting or by resolution of any class of Members of the Company may instead be affected by a unanimous Written Resolution Such Written Resolution may be evidenced by letter telex cable facsimile or otherwise as the Directors may from time to time resolve

13. Members or their duly appointed proxies may participate in a meeting of the Company by means of a conference telephone or similar communicating equipment whereby all Members or their proxies participating can hear each other and resolutions in general meeting may be made through participation and voting by such means even though none or only some of

the Members or their proxies are physically present with each other

## DIRECTORS

14. Unless and until the Company in general meeting shall otherwise determine the number of Directors shall not be subject to any maximum and the minimum numbers of Directors shall be one

15. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration

16. A Director including an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of and at any separate meeting of the holders of any class of shares in the Company

17. The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company

18. The Directors shall have power at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an additional Director

19. A Member or Members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either to fill a casual vacancy or as an addition to the existing Directors and to remove from office any Director howsoever appointed and every such appointment or removal shall be in writing or signed by or on behalf of the Member or Members making the same and shall take effect upon delivery at the Registered Office of the Company

20. The Company may at any time and from time to time by Ordinary Resolution

appoint any person or persons to be a Director or Directors either to fill a casual vacancy or as an addition to the existing Directors and without prejudice to the provisions of the Act may at any time remove a Director from office Provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company

21. No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy

#### PROCEEDINGS OF DIRECTORS

22. If and for so long as the minimum number of Directors specified under these Articles is one a sole Director may exercise all the powers conferred on the Directors by these Articles and shall do so by Written Resolution under hand and so long as there is such a sole Director Regulations 88 to 90 of Table A shall not apply to the Company and Regulation 31 in Table A shall have no affect

23. A resolution in writing pursuant to Regulation 53 signed by any relevant Director alternate Director or Member may be evidenced by letter telex cable facsimile or otherwise as the Directors may from time to time resolve

24. Directors and alternate Directors 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 device whereby all persons participating in the meeting can hear each others resolutions and decisions of the kind normally made or taken at a physical meeting of the Directors or a committee of the Directors in accordance with these Articles can accordingly be so made or taken in circumstances where none or only some of the Directors or other persons are physically present with each other

## NOTICES

25. Any notices required by these Articles to be given by the Company may be given by any written documentary form including by means of telex cable or facsimile and a notice communicated by such forms of immediate transmission may be deemed to be given at the time it is transmitted to the person to whom it is addressed and Regulations 111 and 112 of Table A shall be amended accordingly

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DAVID JAMES EVANS

CARLTON TOWER

34 ST PAULS STREET

LEEDS LS1 2QB



MARK PATRICK KEANE

CARLTON TOWER

34 ST PAULS STREET

LEEDS LS1 2QB



Dated the 26 day of february 2004

Witness to the above signatures:-



SUE BAULK

CARLTON TOWER

34 ST PAULS STREET

LEEDS LS1 2QB

SECRETARY