

Company No.: 661374

157
THE COMPANIES ACT 1948

AND

THE COMPANIES ACTS 1967 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

BERRINGTON HOUSE LIMITED

(passed on 30th January 1985)

At an Extraordinary General Meeting of the above named Company, duly convened and held at 13/14 Woodstock Street, London on 30th January 1985 the following Resolutions were passed as Special Resolutions of the Company.

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be and the same is hereby adopted as the Memorandum of Association of the Company to the exclusion of and in substitution for the existing Memorandum of Association.
2. That the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association and all regulations incorporated therein.

Signed
Chairman



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THE COMPANIES ACT 1948
AND
THE COMPANIES ACTS 1967 TO 1983
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
BERRINGTON HOUSE LIMITED

(as amended by Special Resolutions
dated 30th day of JANUARY 1985)

Incorporated 2nd June 1960

PHILLIPS & BUCK,
SOLICITORS,
114/116 ST. MARY ST
CARDIFF.
CF1 1QQ



Company No:- 661374

THE COMPANIES ACT 1948

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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BERRINGTON HOUSE LIMITED

1. The name of the Company is BERRINGTON HOUSE LIMITED.
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (A) (1) To acquire whether by purchase, lease, exchange or otherwise howsoever office premises and accomodation for the purpose of leasing the same or making the same available to any person, firm or company.
 - (2) To acquire whether by purchase, hire, exchange or otherwise howsoever office furniture and equipment of all kinds for the purpose of hiring the same or otherwise making the same available for use by any person, firm or company.
 - (3) To engage and hire professional, clerical, manual and other staff and workers and to enter into agreements with such staff and workers with the view to allocating their services to any person, firm or company.
 - (4) To provide or procure the provision by others of every and any service, need, want or requirement of any business nature required by any person, firm or company in or in connection with any business carried on by them.
- (B) To carry on any other business or trade which in the opinion of the Board of Directors may be conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To purchase, take options over, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Board of Directors may think necessary or convenient for the purposes of the business of the Company, and to improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights, privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(D) To build, construct, maintain, develop, alter, enlarge, improve, pull down, remove or replace any buildings, works, road, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(E) To borrow or raise or secure the repayment of moneys for the purposes of or in connection with the business of the Company in any manner and in particular to issue and deposit any mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's undertaking, property or assets (whether present or future) including its uncalled capital (if any) and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(F) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security or guarantee for the performance by the Company or any other person firm or company having dealings with the Company or in whose business or undertakings the Company is interested whether directly or indirectly of any contract or liability undertaken thereby or which may become binding thereon as the case may be.

(G) 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 suretyships of all kinds, to receive money on deposit or loan upon any terms, 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, and generally to act as bankers for customers and others.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to give guarantees or become security for the obligations and contracts of any person, firm or company including the obligations and contracts of customers.

(I) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(J) To acquire or undertake the whole or any part of the business, goodwill, property, assets and liabilities 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 or which can be carried on in conjunction therewith or which are capable of being conducted so as directly or indirectly to benefit the Company.

(K) To apply for and take out, 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 or information, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same whether exclusive or non-exclusive, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

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

(M) 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.

(N) To enter 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.

(O) To enter into any partnerships or joint-purchase arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business which this Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, firm or person and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and

conditions as to remuneration and otherwise as may be agreed upon and to hold or dispose of such shares or securities or guarantee the payment of the dividends, interest or capital of any such shares or securities issued by or any other obligations of any such company.

(Q) To subscribe for, take, purchase or otherwise acquire and hold shares stocks, debentures, debenture stocks, bonds or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the business and operations of any company in which the Company holds any such interest.

(R) To establish finance or promote or concur in establishing financing or promoting 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 directly or indirectly appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company.

(S) To sell, exchange, lease, licence, turn to account or otherwise dispose of the whole or any part of the business property or undertaking of the Company, either together or in portions and to accept payment therefor either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation formed or to be formed for purchasing the same (with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise) or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any such company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(T) To the extent permitted by law to give financial assistance for the purpose of the acquisition of shares of the Company or of any company of which the Company is a subsidiary and for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise.

(U) To remunerate 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.

(V) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or of any company formed or promoted by 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.

(W) To support or subscribe to any charitable, benevolent or useful object of a public character and to establish, support and subscribe to any association institution, society, fund or club which may be for the benefit of the Company or its Directors, ex-Directors, employees, or ex-employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, bonuses 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 of 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 of 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 for the benefit of such persons as aforesaid; and to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share 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.

(X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(Y) To procure the Company to be registered or recognised in any part of the world and to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, trustees, contractors, sub-contractors or otherwise, and by or through agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others.

(Z) To do all such 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 interpretations 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 £5,000 divided into 5,000 Ordinary shares of £1 each.

* By an Ordinary Resolution dated 21st October 1974 the share capital of the Company was increased to £60,000 by the creation of 55,000 Ordinary shares of £1 each. ✓

Company No:- 661374

THE COMPANIES ACT 1948

AND

THE COMPANIES ACTS 1967 TO 1983

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BERRINGTON HOUSE LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by any statutory provisions for the time being in force (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

SHARES

2. Regulation 3 in Table A shall not apply to the Company and subject to the provisions of Part III of the Companies Act 1981 the Company may:-

- (a) with the sanction of an Ordinary Resolution issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
- (b) purchase its own shares (including any redeemable shares);
- (c) make a payment in respect of the redemption or purchase, under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Section 54 of the Companies Act 1981.

LIEN

3. Regulation 11 in Table A shall not apply to the Company. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate

to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

4. In Regulation 15 in Table A the power of the Directors to make calls shall be modified by deleting from such Regulation the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call".

FORFEITURE OF SHARES

5. At the end of Regulation 33 in Table A the liability of any member in default in respect of a call shall be increased by the addition of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

6. Regulation 24 in Table A shall not apply. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share.

7. The instrument of transfer of a share shall be signed by the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. In the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 22 of Table A shall not apply.

GENERAL MEETINGS

8. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to members in regard to their right to appoint proxies; and notices 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.

9. Regulation 54 in Table A 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.

VOTES OF MEMBERS

10. Regulation 73A in Table A shall not apply to the Company. A resolution in writing signed by all the 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.

DIRECTORS

11. (a) Regulations 75 and 77 in Table A 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 one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have the authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Regulation 99 in Table A shall be modified accordingly.

(c) A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate class meeting of the holders of any class of shares of the Company.

BORROWING POWERS

12. Regulation 79 in Table A shall not apply to the Company. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into shares) to Section 14 of the Companies Act 1980, 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.

POWERS AND DUTIES OF DIRECTORS

13. Regulations 84(2) and 84(4) in Table A shall not apply to the Company. A Director 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 reckoned in estimating a quorum present at any meeting when any such contract or arrangement is under consideration.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Regulation 86 in Table A shall be modified accordingly.

15. Regulation 87 in Table A shall not apply to the Company. The Directors may exercise the powers of the Company conferred by sub-clause 3(w) of the Memorandum and shall be entitled to retain any benefits received by them, or any of them, by reason of the exercise of any such powers.

16. A resolution in writing pursuant to Regulation 106 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Regulation referred to and the said Regulation 106 shall be modified accordingly. The said Regulation 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

DISQUALIFICATION OF DIRECTORS

17. Regulation 88 in Table A shall not apply to the Company. The office of a Director shall be vacated:-

- (a) if he resigns his office by notice in writing to the Company;
- (b) if he becomes bankrupt or enters into any arrangement with his creditors;
- (c) if he is prohibited from being a Director by an order made under Section 188 of the Companies Act 1948;
- (d) if he becomes incapable by reason of mental disorder illness or injury of managing and administering his property and affairs;
- (e) if he is removed from office by resolution duly passed under Section 184 of the Companies Act 1948.

ROTATION OF DIRECTORS

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

- (i) Regulations 89,90,91,92 and 94 in Table A shall not apply to the Company; and
- (ii) Regulation 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and
- (iii) Regulation 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

19. CAPITAL RESERVES

(a) All monies realised on the sale of any of the properties, investments or other assets of the Company in excess of the values at which such properties, investments or other assets stood in the books of the Company at the time of the sale, shall be carried to the credit of a Reserve to be called the Capital Reserve and such Capital Reserve and all other monies in the nature of accretions to Capital, whether on the sale of the assets of the Company or otherwise, shall be treated for all purposes as Capital monies and not as profits available for Dividend.

(b) Any losses realised on the sale of any of the properties, investments or other assets of the Company may be carried to the debit of the Capital Reserve, except in so far as the Directors shall, in their discretion, decide to make good the sale out of the other funds of the Company.

(c) Any monies for the time being standing to the credit of the Capital Reserve may, at the discretion of the Directors either be employed in the undertaking of the Company or be invested in such properties, investments or other assets as the Directors may from time to time think fit.

(d) Capital Reserve referred to in this Article shall be separate and distinct from the reserves referred to in Regulation 137 in Table 'A'.

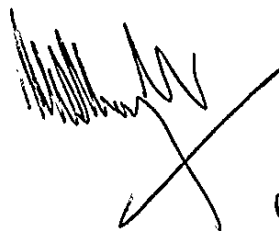
(e) Capital Reserve referred to in this Article shall be separate and distinct from the Capital Redemption Reserve required on the purchase or redemption by the Company of the Company's own shares in pursuance of Section 53 of the Companies Act 1981.

NOTICES

20. In Regulation 131 in Table A, all words after the words "letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

21. Regulation 136 in Table A shall not apply to the Company. 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 and discharge 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 in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted to him by the court, 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 205 of the Companies Act 1948.



CHAIRMAN.