

FILE COPY



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

Company No. 3749532

The Registrar of Companies for England and Wales hereby certifies that
BARNCREST NO. 78 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 8th April 1999



N03749532K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

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Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

BARNCREST NO. 78 LIMITED



* F 0 1 2 0 F 1 0 *

I, EDMUND ARTHUR WHITMORE PROBERT

of 58 St Leonards Road, Exeter, Devon, EX2 4LS

† Please 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 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

the

One thousand nine hundred and ninety

1999

① Please print name.

before me ①

Signed

Date

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.

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

Anstey Sargent & Probert

4-6 Barnfield Crescent, Exeter, Devon, EX1 1RF

Tel 01392 411221

DX number DX: 8308 DX exchange EXETER



A24 *AEIKIF4R* 613
COMPANIES HOUSE 01/04/99

Laserform International 9/95

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

Companies House, Crown Way, Cardiff, CF4 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

Package: 'Laserform'
by Laserform International Ltd.

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Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

BARNCREST NO. 78 LIMITED



* F 0 1 0 0 F 1 0 *

Proposed Registered Office

4-6 Barnfield Crescent

(PO Box numbers only, are not acceptable)

Post town Exeter

County / Region Devon

Postcode EX1 1RF

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.

x

Agent's Name Anstey Sargent & Probert

Address 4-6 Barnfield Crescent

Post town Exeter

County / Region Devon

Postcode EX1 1RF

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.

Anstey Sargent & Probert
4-6 Barnfield Crescent, Exeter, Devon , EX1 1RF

Tel 01392 411221

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for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town

County / Region

Country

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

Consent signature

For and on behalf of

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town

County / Region

Country

Day Month Year

Date of birth**Nationality****Business occupation****Other directorships**

Only dormant

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

Consent signature

Date

For and on behalf of

ANSTEY SARGENT & PROBERT SECRETARIAL LIMITED

Directors

(continued)

(see notes 1-5)

* Voluntary details

NAME *Style / Title

*Honours etc

Forename(s)

Surname Anstey Sargent & Probert Incorporations Limited

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

4-6 Barnfield Crescent

Post town Exeter

County / Region Devon

Postcode EX1 1RF

Country England

Day Month Year

Date of birth**Nationality****Business occupation****Other directorships**

Only dormant

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

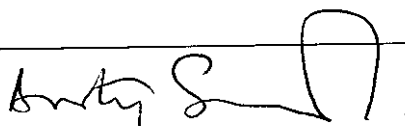
Consent signature

For and on behalf of

ANSTLEY SARGENT & PROBERT INCORPORATIONS LIMITED

Date

26-3-99

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date**

26-3-99

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

Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

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

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

4. Other directorships:

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

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

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

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

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3749532

THE COMPANIES ACT 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
BARNCREST NO. 78 LIMITED



9006464

1. The Company's name is BARNCREST NO. 78 LIMITED
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (a) To manufacture develop process grow refine repair purchase sell export import deal in provide or let on hire all kinds of goods substances articles services and material (tangible or intangible) of any kind which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require
 - (b) 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 of the Company
 - (c) To purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property
 - (d) 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 modify use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon testing and improving any patents inventions or rights which the Company may acquire or propose to acquire
 - (e) 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
 - (f) To improve manage construct repair develop exchange let on lease or otherwise mortgage charge sell dispose of turn to account grant licences options rights and privileges in respect of or to otherwise deal with all or any of the property and rights of the Company
 - (g) To invest and deal with the moneys 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
 - (h) To lend and advance money or give credit on any terms and with or without security to any person firm or company (including without prejudice to the generality of the foregoing any holding company subsidiary or fellow subsidiary of or any other company associated in any way with the Company) to enter into guarantees contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any

terms the payment of any sum of money or the performance of any obligation by any person firm or company (including without prejudice to the generality of the foregoing any such holding company subsidiary fellow subsidiary or associated company as aforesaid)

(i) 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 uncalled 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

(j) 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

(k) 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 prejudice the Company's interest

(l) 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 and concessions

(m) 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 on 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

(n) 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 or companies

(o) 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

(p) 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

(q) To act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts

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

(s) 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

(t) 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 company 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 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 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

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable) to give whether directly or indirectly any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act

(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

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object and none of such objects shall 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 by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the Company

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause and the Company shall have as full a power to exercise each and every one of the objects specified in any other such sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company

(3) 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) In this Clause the expression "the Act" means the Companies Act 1985 but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

4. The liability of the Members is limited

5. The Company's share capital is One Hundred Pounds divided into one hundred shares of One Pound each

We the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names

Name and Addresses of Subscribers and descriptions	Number of shares taken by each Subscriber
For and on behalf of: ASAP COMPANY SECRETARIAL SERVICES LIMITED 4 5 & 6, Barnfield Crescent, EXETER, Devon EX1 1RF.	One
For and on behalf of: ASAP INCORPORATIONS LIMITED 4 5 & 6, Barnfield Crescent, EXETER, Devon EX1 1RF.	One

Dated: 26 March 1999

Witness to the above Signatures:-

DAVINA M CURTIS
4-6 Barnfield Crescent
Exeter
Devon EX1 1RF

Secretary

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
BARNCREST NO. 78 LIMITED

Interpretation

1. In these Articles if not inconsistent with the subject or context the following words and expressions shall have the following meanings:

"THE ACT" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

"TABLE A" means Table A in the Schedule to the Companies (Tables A to F) (Amendment) Regulations 1985

Table A

2. The regulations contained in Table A shall apply to the Company except insofar as they are excluded by or are inconsistent with these Articles

3. Regulations 3, 24, 35, 64, 73 to 81 inclusive, 94, 95 and 118 of Table A shall not apply to the Company

Share Capital

4. The provisions of section 89(1) of the Act shall not apply to the Company

5. Subject to the provisions of the Act the Company may purchase any of its own shares

6. Subject to the provisions of the Act the Company may make a payment in respect of any purchase pursuant to Article 5 of any of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares

7.1 All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit

7.2 The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in Section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority

7.3 Unless and until the authority conferred by regulation 7.2 hereof is revoked, renewed or varied

- 7.3.1 the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of the incorporation of the Company
- 7.3.2 such authority shall expire on the fifth anniversary of the date of incorporation of the Company

Proceedings at general meetings

8. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any of such joint holders shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A
9. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly
10. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A

Directors

11. Unless and until otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be a minimum of one
- If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply to the Company
12. A director shall not be required to hold any qualification shares in the Company

Powers and duties of directors

13. Subject to the provisions of the Act a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or the subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly
14. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 100 of Table A shall be modified accordingly

Appointment and disqualification of directors

15. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company

16. The office of a director shall be vacated:

- (i) if by notice in writing to the Company he resigns the office of director
- (ii) if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period unless he shall have appointed an alternative director who has not been similarly absent during such period
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors
- (iv) if he is prohibited from being a director by an order made under any provision of the Act
- (v) if he become of unsound mind
- (vi) if he is removed from office under Article 15

17. Unless and until otherwise determined by the Company or in any particular case no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70 and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70 and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70 and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such

Proceedings of directors

18. Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting in this manner shall be deemed to constitute presence in person at such meeting

19. The following sentence shall be added to regulation 72 of Table A:

"Any committee shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director of the Company"

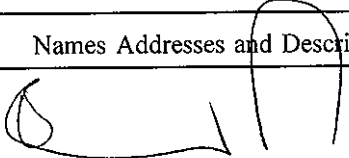
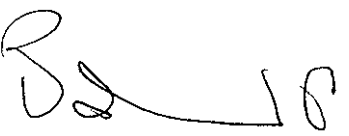
Official seal for use abroad

20. The Company may have an official seal for use abroad under the provisions of the Act where and as the directors shall determine and the Company may by writing under the common seal appoint any agents or agent committees or committee abroad to be the duly authorised agents of the Company for the purpose of affixing and using such official seal and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of

the Company the reference shall when and so far as may be applicable be deemed to include any such official seal as aforesaid

Indemnity

21. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs charges losses expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof 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 727 of the Act 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 insofar as its provisions are not avoided by section 310 of the Act

Names Addresses and Description of Subscribers
 For and on behalf of: ASAP COMPANY SECRETARIAL SERVICES LIMITED 4 5 & 6, Barnfield Crescent, EXETER, Devon EX1 1RF.
 For and on behalf of: ASAP INCORPORATIONS LIMITED 4 5 & 6, Barnfield Crescent, EXETER, Devon EX1 1RF.

Dated: 26 March 1999 ✓

Witness to the above Signatures:-



DAVINA M CURTIS
4-6 Barnfield Crescent
Exeter
Devon EX1 1RF

Secretary