

No. of Company

1025656

Form No. 21

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company DRANTHAME Limited*

I, Brian Goldstein
of 30, City Road,
..... London. E.C.1. (17)

Do solemnly and sincerely declare that I am (see note (a) below) a person
..... named in the Articles of Association as a Secretary
of DRANTHAME Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto 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 119/120, Chancery Lane,
..... in the County of London.

the 15th day of September
one thousand nine hundred and twenty one
before me.

..... W & Lears
A Commissioner for Oaths (see note (b) below)

(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

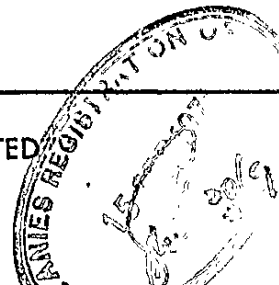
Presented by:

EXPRESS COMPANY REGISTRATIONS LIMITED

Company Registration Agents.

30, City Road.,

London, E.C. 1.



Number of { 1025656 } 2
Company {

Statement of the Nominal Capital.

OF

Insert the
Name of
the Company

DRANTHAME

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 11 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.



THE NOMINAL CAPITAL of the above named Company is £ 100

Signature

Glen

Description

Secretary

Date

18-9-71

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

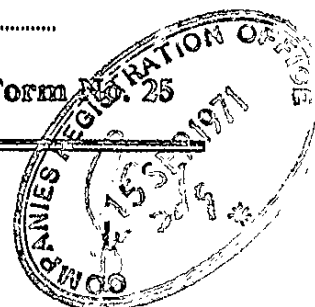
This Statement is to be filed with the Memorandum of Association or other document when the Company is registered

Printed by

Form No. 25

EXPRESS COMPANY REGISTRATIONS LIMITED
COMPANY REGISTRATION AGENTS,
30, CITY ROAD,
LONDON E.C.1.

Telephone: 01-628 5434/5



25528/7

THE COMPANIES ACTS 1948 to 1967.

CP1520 1700 .1 020.00

COMPANY LIMITED BY SHARES.

1025656 / 3

Memorandum of Association

OF

DRANTHAME LIMITED

1. The name of the Company is "Dranthame Limited".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To acquire by purchase, lease, concession, grant, subscription, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures, policies of insurance, patents, copyrights and such other property, real or personal and rights and interests in property capable of being held for investment as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in any such property but may acquire the same for the purpose of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for investment reasons for the Company to realise all or any part of its property or assets the Company shall have power to do so but any surplus or deficiencies arising on or from such realisation shall be dealt with as capital surplus and not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account. The power in this sub-clause are the principal powers of the Company and all the remaining sub-clauses hereof shall be and be construed as being ancillary thereto.

15528/1971
24/9

- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to 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 on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) 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.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes 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 lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from 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.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £ 100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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 DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Michael Hope</i> MICHAEL JOHN HOPE, 30, City Road, London. E.C.1. Company Formation Assistant.	ONE
<i>Brian Goldstein</i> BRIAN GOLDSTEIN, 30, City Road, London. E.C.1. Company Director.	ONE

DATED the 15th day of September 1971 .

WITNESS to the above signatures :

Linda Rose Davis
LINDA ROSE DAVIS,
30, City Road,
London. E.C.1.

Copy Typist.

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

DRANTHAME LIMITED

1025656/4

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 79, 126 and 130 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and Clauses 2,3,4,5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company.

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to the provisions of the next following clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

LIEN

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

6. Clause 3 of Part II of Table A shall not apply to any transfer to a person who is already a member of the Company or to a transferee under the next following clause hereof (Clause 7).

7. Any share may be transferred by a member to any child or other issue, wife, husband, father, mother, brother, sister, son-in-law, daughter-in-law, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. The proviso to clause 32 of Part I of Table A shall not apply to the Company.

GENERAL MEETING

9. 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 Auditor for the time being of the Company.

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

12. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

13. 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 when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

14. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated :-
- (1) If he resigns his office by notice in writing to the Company.
 - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (3) If he is prohibited from being a Director by an order made under section 188 of the Act.
 - (4) If he becomes of unsound mind.
 - (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS

16. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and 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.

17. The first Secretary of the Company shall be Brian Goldstein.

ACCOUNTS

18. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948 and sections 16 to 22 of The Companies Act 1967, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

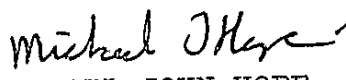
AUDIT

19. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and sections 13 and 14 of the Companies Act 1967.


INDEMNITY

20. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


MICHAEL JOHN HOPE,
30, City Road,
London. E.C.1.


Company Formation Assistant.


BRIAN GOLDSTEIN,
30, City Road,
London. E.C.1.

Company Director.

DATED the 15th day of September 19 71

WITNESS to the above signatures :


LINDA ROSE DAVIS,
30, City Road,
London. E.C.1.

Copy Typist.



CERTIFICATE OF INCORPORATION

No. 1025656

I hereby certify that

DRANTHANE LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 29th September 1971.

F. L. Knight
(F. L. KNIGHT)

Assistant Registrar of Companies

CO. NO. 102 5656 / 8

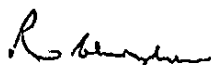
DRANTHAME LIMITED

At an EXTRAORDINARY GENERAL MEETING of DRANTHAME LIMITED held on 11th October 1971, the following resolution was duly passed as a Special Resolution:-

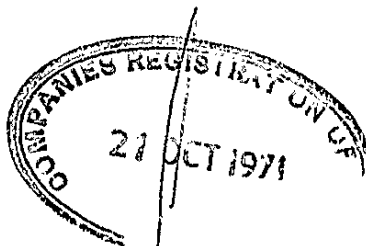
OCT 21 1971 2400 L.I. 010.00

SPECIAL RESOLUTION.

"That with the consent of the Department of Trade and Industry the name of the company be changed to Orme Trust Limited. "


R. W. Christopher.

Secretary





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1025656 / 9

I hereby certify that

DRANTHAME LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

ORME TRUST LIMITED

Given under my hand at London the **28TH OCTOBER 1971**


(F. L. KNIGHT)
Assistant Registrar of Companies

No. 1025656

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

ORME TRUST LIMITED

Incorporated 29th September 1971



Jan 17
73

The Amendments in this Memorandum/Articles of Association have been initiated by
R.I. Tanner, director of the company, whose signature and initials
appear below.

R.I. Tanner

R.I.T.

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Memorandum of Association

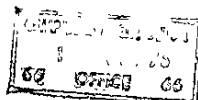
OF

ORME TRUST LIMITED

R.I.T.

1. The name of the Company is ORME TRUST LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-

- (A) To acquire by purchase, lease, concession, grant, subscription, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures, policies of insurance, patents, copyrights and such other property, real or personal and rights and interests in property capable of being held for investment as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in any such property but may acquire the same for the purpose of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for investment reasons for the Company to realise all or any part of its property or assets the Company shall have power to do so but any surplus or deficiencies arising on or from such realisation shall be dealt with as capital surplus and not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account. The power in this sub-clause are the principal powers of the Company and all the remaining sub-clauses hereof shall be and be construed as being ancillary thereto.



- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to 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 on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) 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.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes 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 lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from 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.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. ✓ The share capital of the Company is £ 100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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 DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
MICHAEL JOHN HOPE, 30, City Road, London. E.C.1. Company Formation Assistant.	ONE
BRIAN GOLDSTEIN, 30, City Road, London. E.C.1. Company Director.	ONE

DATED the 15th day of September 19 71

WITNESS to the above signatures :

LINDA ROSE DAVIS,
30, City Road,
London. E.C.1.
Copy Typist.

The Amendments in this Memorandum of Association have been initialled by
R. I. Tanner, Director of the company, whose signature and initials
appear below.

R. I. Tanner
R. I. T

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

ORME TRUST LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 79, 126 and 130 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and Clauses 2, 3, 4, 5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company.

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to the provisions of the next following clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

LIEN

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

6. Clause 3 of Part II of Table A shall not apply to any transfer to a person who is already a member of the Company or to a transferee under the next following clause hereof (Clause 7).

7. Any share may be transferred by a member to any child or other issue, wife, husband, father, mother, brother, sister, son-in-law, daughter-in-law, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. The proviso to clause 32 of Part I of Table A shall not apply to the Company.

GENERAL MEETING

9. 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 Auditor for the time being of the Company.

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

12. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

13. 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 when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

14. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated :-
- (1) If he resigns his office by notice in writing to the Company.
 - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (3) If he is prohibited from being a Director by an order made under section 188 of the Act.
 - (4) If he becomes of unsound mind.
 - (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS

16. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and 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.

17. The first Secretary of the Company shall be Brian Goldstein.

ACCOUNTS

18. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948 and sections 16 to 22 of The Companies Act 1967, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

AUDIT

19. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and sections 13 and 14 of the Companies Act 1967.

INDEMNITY

20. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL JOHN HOPE,
30, City Road,
London. E.C.1.

Company Formation Assistant.

BRIAN GOLDSTEIN,
30, City Road,
London. E.C.1.

Company Director.

DATED the 15th day of September 1971.

WITNESS to the above signatures :

LINDA ROSE DAVIS,
30, City Road,
London. E.C.1.

Copy Typist.

Number of
Company

1025656

15

THE COMPANIES ACTS 1948 to 1967

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the
Name of
the Company

ORME TRUST

LIMITED

Section 110 of the Companies Act 1948 provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Presentor's Reference S/MC/ORME
TRUST

SINGLETON, FABIAN, DERBYSHIRE & CO.,
Lee House,

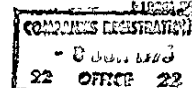
London Wall, E.C.4 5 AX



Form No. 103
(No filing fee payable)

Printed and Published by The S. 'Editors' Law Stationery Society, Limited, Oyer House, Breame Buildings,
Aber Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow.

Companies 40



Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

ORME TRUST

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act 1948, that the register of members of the Company

is kept at 9th Floor, Lee House, London Wall,
London EC2Y 5AX

Signature

R. A. Munn

(State whether
Director or Secretary).

for Shiple Inn Secretaries Ltd
Secretary.

Dated the 6th day of June 1943

NOTE.—This Margin is reserved for binding and must not be written across.

No. 1025656

110
B

The Companies Acts 1948 to 1976

Company Limited by Shares

SPECIAL RESOLUTION

OF

ORME TRUST LIMITED

(Passed 31st March 1980)

At an EXTRAORDINARY GENERAL MEETING of Orme Trust Limited duly convened and held at 1 Portland Square, Bristol, BS2 8RR on 31st March 1980 the following resolution was passed as a SPECIAL RESOLUTION

SPECIAL RESOLUTION

That the name of the Company be changed to :

COMBEN GROUP PENSION TRUSTEES LIMITED

Certified a true copy
SMH
Secretary :

N. J. LISBY
Chairman

16
BREC/MS
855246



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1025656

164

I hereby certify that

ORME TRUST LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

COMBEN GROUP PENSION TRUSTEES LIMITED

Given under my hand at Cardiff the

6TH MAY 1980

E. A. WILLIAMS

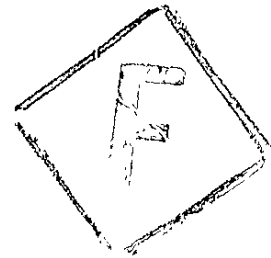
Assistant Registrar of Companies

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

COMBEN GROUP PENSION TRUSTEES LIMITED

(Passed on 31st March 1980)



At an Extraordinary General Meeting of the above named Company duly convened and held on the 31st March 1980 at 1 Portland Square, Bristol, the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered.

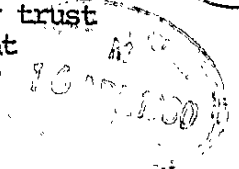
- (1) By deleting clause 3(c) entirely and substituting a new clause 3(c)

"3(c) To undertake and discharge the office and duties of trustee (whether solely or jointly with any other person or persons) and/or Administrator (as defined in S.26 (1) of the Finance Act 1970 (as amended and re-enacted from time to time)) in relation to any funds or schemes (in this sub-clause referred to as "the Funds"), now existing, or hereafter to be established, for providing allowances, pensions or other benefits for employees or ex-employees, officers or ex-officers of any Company or for the dependants or connections of any such employees or ex-employees, officers or ex-officers and in connection therewith to : -

1. undertake the investment of the moneys of all or any of the Funds; and
2. exercise all such powers, authorities and discretions as may from time to time be vested in the Company as trustee and execute and do all things necessary to carry out the trusts of the trust deeds and rules in relation to any of the Funds; and
3. accept in the name of the Company and hold any insurance policies effected by or on behalf of any of the contributors to any of the Funds and accept forfeitures of any policies in accordance with any trust deeds or rules of any of the Funds; and
4. agree to any modifications of any of the trust deeds or rules of the Funds in accordance with the trust deeds or rules of the Funds; and
5. acquire and hold all or any of the investments of the Funds in the name of the Company and sell or realise any of such investments as may from time to time be required to be sold or realised and vary or transpose any of such investments into or for other investments for the time being authorised by law or by any trust deed relating to any of the Funds or any deed or instrument

Office Secretary

Certified a true copy



5. (cont'd)

supplemental thereto as investments of moneys in the hands of trustees; and

6. Invest the moneys of the Funds for the time being held by the Company as trustee in the name of the Company in or upon any investments for the time being authorised by law or by any trust deed relating to any of the Funds or any deed or instrument supplemental thereto as investments of moneys in the hands of trustees. "
- (2) By renumbering clause 3(d) to 3(r) consecutively, to 3(1) to 3(z) consecutively and 3(s) to 3(aa) and 3(t) to 3(bb)
- (3) By the insertion of new clauses as follows :
- 3(d) To advise and assist any person or persons responsible for the administration of any funds or schemes for providing allowances, pensions or other benefits for employees or ex-employees, officers or ex-officers of any company in connections with all matters arising out of the administration of any such funds of schemes and for this purpose to undertake on their behalf, activities, duties or services of a professional, technical, administrative or special character in any way arising out of the administration of such funds or schemes.
- 3(e) To act as nominee or trustee, solely or jointly, for any person or company and as such nominee or trustee, to acquire and hold real and personal property of all kinds whatsoever and any interest therein.
- 3(f) To act as executor or administrator and as trustee, and to undertake and execute trusts of all kinds, whether public or private, including religious or charitable trusts, and either gratuitously or for reward and generally to carry on what is usually known as trustee and executor business and to undertake any other trusts the undertaking whereof may seem desirable.
- 3(g) To make deposits, enter into recognisances and bonds and otherwise give security for the due execution of the offices and performances of the duties of executors or administrators and trustees, or otherwise for or in connection with any of the objects of the Company.
- 3(h) To receive from any person or persons or company, money or valuables on deposit at interest, or for safe custody or otherwise.
- 3(i) To borrow and raise money for any of the objects of the Company and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit.
- 3(j) To enter into contracts with any person for carrying out any of the objects of the Company.
- 3(k) To acquire by purchase, feu, lease, tenancy, exchange hire or otherwise any lands or property of any tenure which may appear to be necessary or convenient for the fulfilment of the objects of the Company or any interest in the same and to hold and to sell, exchange, surrender, lease mortgage, charge, convert, develop, turn to account, take options over, dispose of and deal with any such lands or property or any interest in the same.

Signature

- 3(1) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- 3(m) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.

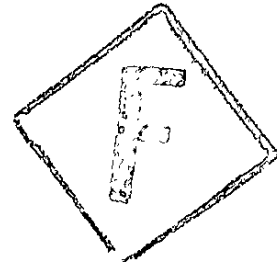
That the regulations contained in the printed document submitted to this meeting and for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles thereof.

N. J. LISBY

CHAIRMAN

224/8

THE COMPANIES ACTS 1948 TO 1967



COMPANY LIMITED BY SHARES

No. 1025656

46.

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

COMBEN GROUP PENSION TRUSTEES LIMITED

Certified a true copy

J. A. L.

Secretary

Incorporated 29th September 1971



3. accept in the name of the Company and hold any insurance policies effected by or on behalf of any of the contributors to any of the Funds and accept forfeitures of any policies in accordance with any trust deeds or rules of any of the Funds; and
 4. agree to any modifications of any of the trust deeds or rules of the Funds in accordance with the trust deeds or rules of the Funds; and
 5. acquire and hold all or any of the investments of the Funds in the name of the Company and sell or realise any of such investments as may from time to time be required to be sold or realised and vary or transpose any of such investments into or for other investments for the time being authorised by law or by any trust deed relating to any of the Funds or any deed or instrument supplemental thereto as investments of moneys in the hands of trustees; and
 6. invest the moneys of the Funds for the time being held by the Company as trustee in the name of the Company in or upon any investments for the time being authorised by law or by any trust deed relating to any of the Funds or any deed or instrument supplemental thereto as investments of moneys in the hands of trustees.
- (d) To advise and assist any person or persons responsible for the administration of any funds or schemes for providing allowances, pensions or other benefits for employees or ex-employees, officers or ex-officers of any company in connections with all matters arising out of the administration of any such funds or schemes and for this purpose to undertake on their behalf, activities, duties or services of a professional, technical, administrative or special character in any way arising out of the administration of such funds or schemes.
 - (e) To act as nominee or trustee, solely or jointly, for any person or company and as such nominee or trustee, to acquire and hold real and personal property of all kinds whatsoever and any interest therein.
 - (f) To act as executor or administrator and as trustee, and to undertake and execute trusts of all kinds, whether public or private, including religious or charitable trusts, and either gratuitously or for reward and generally to carry on what is usually known as trustee and executor business and to undertake any other trusts the undertaking whereof may seem desirable.
 - (g) To make deposits, enter into recognisances and bonds and otherwise give security for the due execution of the offices and performances of the duties of executors or administrators and trustees, or otherwise for or in connection with any of the objects of the Company.
 - (h) To receive from any person or persons or company, money or valuables on deposit at interest, or for safe custody or otherwise.
 - (i) To borrow and raise money for any of the objects of the Company and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

COMBEN GROUP PENSION TRUSTEES LIMITED

1. The name of the Company is COMBEN GROUP PENSION TRUSTEES LIMITED. ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The objects for which the Company is established are : -

nk

 - (a) To acquire by purchase, lease, concession, grant, subscription, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures, policies of insurance, patents, copyrights and such other property, real or personal and rights and interests in property capable of being held for investment as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in any such property but may acquire the same for the purpose of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for investment reasons for the Company to realise all or any part of its property or assets the Company shall have power to do so but any surplus or deficiencies arising on or from such realisation shall be dealt with as capital surplus and not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account. The power in this sub-clause are the principal powers of the Company and all the remaining sub-clauses hereof shall be and be construed as being ancillary thereto.
 - (b) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to 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 undertake and discharge the office and duties of trustee (whether solely or jointly with any other person or persons) and/or Administrator (as defined in S.26 (1) of the Finance Act 1970 (as amended and re-enacted from time to time)) in relation to any funds or schemes (in this sub-clause referred to as "the Funds"), now existing, or hereafter to be established, for providing allowances, pensions or other benefits for employees or ex-employees, officers or ex-offices of any company or for the dependants or connections of any such employees or ex-employees, officers or ex-officers and in connection therewith to:-
 1. undertake the investment of the moneys of all or any of the Funds; and
 2. exercise all such powers, authorities and discretions as may from time to time be vested in the Company as trustee and execute and do all things necessary to carry out the trusts of the trust deeds and rules in relation to any of the Funds; and

- (j) To enter, into contracts with any person for carrying out any of the objects of the Company.
- (k) To acquire by purchase, feu, lease, tenancy, exchange hire or otherwise any lands or property of any tenure which may appear to be necessary or convenient for the fulfilment of the objects of the Company or any interest in the same and to hold and to sell, exchange, surrender, lease mortgage, charge, convert, develop, turn to account, take options over, dispose of and deal with any such lands or property or any interest in the same.
- (l) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (m) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (n) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (o) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (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.
- (q) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (r) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (s) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (t) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such

consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

- (u) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (v) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (w) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (x) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (y) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (z) To distribute among the Members in specie any property of the Company or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from 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.
- (aa) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (bb) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

-5-

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 DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
MICHAEL JOHN HOPE, 30, City Road, London. E.C.1. Company Formation Assistant.	ONE
BRIAN GOLDSTEIN, 30, City Road, London. E.C.1. Company Director.	ONE

DATED the 15th day of September 1971.

WITNESS to the above signatures :

LINDA ROSE DAVIS,
30, City Road,
London. E.C.1.

Copy Typist.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

DRANTHAME LIMITED

Still Private

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 79, 126 and 130 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and Clauses 2,3,4,5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company.

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to the provisions of the next following clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

6. Clause 3 of Part II of Table A shall not apply to any transfer to a person who is already a member of the Company or to a transferee under the next following clause hereof (Clause 7).

7. Any share may be transferred by a member to any child or other issue, wife, husband, father, mother, brother, sister, son-in-law, daughter-in-law, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. The proviso to clause 32 of Part I of Table A shall not apply to the Company.

GENERAL MEETING

9. 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 Auditor for the time being of the Company.

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

12. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

13. 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 when any such contract or arrangement is under consideration; and Clause 24 in Part I of Table A shall be modified accordingly.

14. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated :-
(1) If he resigns his office by notice in writing to the Company.
(2) If he becomes bankrupt or enters into any arrangement with his creditors.
(3) If he is prohibited from being a Director by an order made under section 188 of the Act.
(4) If he becomes of unsound mind.
(5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS

16. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and 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.

17. The first Secretary of the Company shall be Brian Goldstein.

ACCOUNTS

18. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948 and sections 16 to 22 of The Companies Act 1967, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

AUDIT

19. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and sections 13 and 14 of the Companies Act 1967.

INDEMNITY

20. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL JOHN HOPE,
30, City Road,
London. E.C.1.

Company Formation Assistant.

BRIAN GOLDSTEIN,
30, City Road,
London. E.C.1.

Company Director.

DATED the 15th day of September 1971.

WITNESS to the above signatures :

LINDA ROSE DAVIS,
30, City Road,
London. E.C.1.

Copy Typist.

1025656

52

15 Pembroke Road, Bristol BS8 3BG
Telephone Bristol (0272) 32281, Telex 449049

Partners: James, Philip H. Oyer, Gerald J. King
Associates: Michael J. Dean, Gregory K. Cairns
Associates: John C. Gaultrey, C. Richard, Ian M. Robinson
Gerald A. Sparrow, G. Brian Keilagher
John P. H. Munn, WCC Morrison
Senior Managers: Gerald E. Mellish
A network of offices throughout the United Kingdom

Thomson McLintock & Co

Chartered Accountants

21 September 1981

D J Jordan Esq
Secretary
Comben Group Pension Trustees Limited
Clifton Heights
Triangle West
Clifton
Bristol
BS8 1EJ

A/0056

Dear Sir

COMBEN GROUP PENSION TRUSTEES LIMITED
FORMERLY ORME TRUST LIMITED

In response to your letter of 17 September, we hereby resign as auditors of the above company and confirm that there are no matters arising from our resignation which we wish to be brought to the notice of members or creditors of the company.

Yours faithfully

Thomson McLintock & Co

International firm  KMG Klynveld Main Goerdeler

24 SEP 1981



COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1710

1025656

Name of company

* COMBEN GROUP PENSION TRUSTEES LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

0 5 0 4

Note
Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

0 5 0 4 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed  [Director][Secretary]† Date 18.12.85

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

H.T. Watkins,
Mitcham House, Bldg.2.
681, Mitcham Road,
Croydon,
Surrey. CR9 3AP

For official Use

General Section

Post room



COMBEN GROUP PENSION TRUSTEES LIMITED

The Minutes of the Extraordinary General Meeting of the Company held on Tuesday, 24th June 1986 in Meeting Room 1, Devonshire House, Mayfair Place, London W1A 3AG

PRESENT:

W.J.B. Davies (Chairman)
A.F. Ford
P.L. Thomas
H.T. Watkins (Secretary)

IN ATTENDANCE:

G.M. Staines

APOLOGIES FOR ABSENCE:

J.D. Low
Miss J.L. Gamble

1. MEMORANDUM OF ASSOCIATION

It was resolved, as a Special Resolution, that Clause 3 be deleted and replaced by a new Clause 3 as set out in Appendix A of the document attached to the Notice of the Extraordinary General Meeting.

2. ARTICLES OF ASSOCIATION

It was further resolved, as a Special Resolution, that the Regulations set out in Appendix B of the document attached to the Notice of the Extraordinary General Meeting be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles.

Chairman 

Date 23.6.86

Circulation

All present

J.D. Low

Mrs. B. Wales

HTW/DG June 1986

COMBEN GROUP PENSION TRUSTEES LIMITED.

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held in No.1 Meeting Room, Devonshire House, Mayfair Place, London W1A 3RG following the Board Meeting on Tuesday, 24th June 1986 for the purpose of considering, and if thought fit, passing the following Resolutions which will be proposed as Special Resolutions:-

SPECIAL RESOLUTIONS

MEMORANDUM OF ASSOCIATION

"That the Memorandum of Association of the Company be amended by the deletion of the existing Clause 3 in its entirety and the substitution thereof of a new Clause 3 as set out in Appendix A attached hereto and for the purpose of identification signed by the Chairman hereof"

A copy of the new Clause 3 headed Appendix A is attached and forms part of this notice.

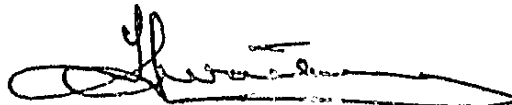
ARTICLES OF ASSOCIATION

"That the Regulations contained in the printed document submitted to this Meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof".

A copy of the Regulations headed Appendix B is attached and forms part of this Notice.

Dated this 2nd June 1986.

BY ORDER OF THE BOARD



H.T. Watkins
Secretary

Registered Office:
681, Mitcham Road,
Croydon
CR9 3AP

Directors:
W.J.B. Davies
Miss J. Gamble
P.J. Thomas
H.T. Watkins

Registered in England

Company Number 1025656

NOTE: A Member of the Company entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend, and, upon a poll, vote in his stead. A proxy need not be a Member of the Company.



3. (A) The objects for which the Company is established are to undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee of or for, or act in any similar capacity for, any pension, superannuation, provident or benefit fund or scheme or any trust which may from time to time be established or formed for the benefit of officers or employees or ex-officers or ex-employees or the spouses or issue or other dependants of officers or employees, ex-officers or ex-employees of Trafalgar House Public Limited Company or of any other company which is a subsidiary of or is controlled by Trafalgar House Public Limited Company or with or in which that company is associated or interested, and for the purposes aforesaid to act solely or jointly with any other person, company, corporation, or body as the circumstances may require.
- (B) For the purposes aforesaid the Company shall have the following powers:-
- (1) To acquire and hold, either solely or jointly with another or others, and either as trustee, nominee or agent, beneficially or howsoever otherwise, and to sell, lease, deal with, manage and turn to account, or to join in selling, leasing, dealing with, managing or turning to account real or personal property of every kind and every legal or equitable interest therein and in particular shares, stocks, debentures, securities, policies, book debts, claims, things in action, lands, buildings, hereditaments, business concerns and undertakings, plant and machinery, mortgages, charges, annuities, patents and licences.
 - (2) To improve and develop any real property in which the Company is interested whether as trustee, nominee, agent, beneficially or howsoever otherwise, and to undertake all construction work necessary for such improvement and development and to enter into contracts and arrangements of all kinds with builders and tenants and with suppliers of goods, services and utilities.
 - (3) To procure and execute directly, or by contribution or other assistance, any other works, undertakings or enterprises, and to carry on any business in which, or for the prosecution whereof, or on the security whereof or of any profits or emoluments derivable therefrom, the Company shall have invested money, embarked capital, or engaged its credit.

- (4) To procure the Company to be registered or recognised in any country, state or place abroad, and to comply with any conditions necessary or expedient in order to enable the Company to carry on business in any country, state or place abroad.
- (5) To establish or promote or concur in establishing or promoting any other company or corporation which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company or corporation.
- (6) To obtain or to make, support or oppose any application for any Act of Parliament, or any law of any foreign, Dominion or Colonial legislature, or any law, byelaw or regulation of any local, municipal, or other public or private authority.
- (7) To accept any composition or any security for any debt, amount, or claim, or to allow any time for payment of any debt or amount, and to compromise, abandon, compound, submit to arbitration, or otherwise settle any debt, account, claim or thing.
- (8) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (9) To advance, deposit or lend money, securities and property to or with such persons, companies and bodies, and on such terms as may be thought fit.
- (10) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- (11) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

- (12) To do all or any of the above things in any part of the world, and either as principal, agent, contractor, or otherwise and either by agents, contractors or otherwise, and either alone or in conjunction with others including entering into partnerships and joint venture arrangements.
- (13) To exercise and discharge all such powers, duties, authorities, discretions and other functions as are vested in or exercisable or to be discharged by the Company under or by virtue of any of the said pension, superannuation, provident or benefit funds or schemes, or trusts.
- (14) To do all such other things as are incidental or conducive to the attainment of the objects set out in sub-clause (A) of this Clause.
- (15) The powers set forth in any paragraph of this sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other power or powers set forth in this sub-clause. None of such paragraphs or the powers thereby conferred shall be deemed subsidiary or ancillary to the powers mentioned in any other paragraph, but the Company shall have full power to exercise all or any of the powers conferred by and provided in any one or more of the said paragraphs in order to achieve all or any of its objects.

100

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION *

-of-

COMBEN GROUP PENSION TRUSTEES LIMITED

PRELIMINARY

1. (A) The regulations in Table A in the First Schedule to the Companies (Tables A to F) Regulation 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulation 1985) shall not apply to the Company.

(B) In the construction of these Articles, unless there be something in the subject matter or context inconsistent therewith:-

"The Company" means the above-named Company.

"The Act" means the Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.

"The Directors" means the Directors for the time being of the Company or a quorum thereof acting at a meeting of the Directors as the context may require.

"Month" means calendar month.

"Comben" means Comben Group Public Limited Company.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number include the plural number and vice versa, and words importing the masculine gender include the feminine gender.

*Adopted by Special Resolution passed on
the day of 1986

(11)

CONSTITUTION OF THE COMPANY

2. The Company is a Private Company and accordingly: (A) no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures being offered for sale to the public; and (B) the right to transfer the shares of the Company shall be restricted in the manner hereinafter appearing.

SHARES


3. The share capital of the Company is £100.00 divided into 100 shares of £1.00 each.

4. (A) Subject to Article 5 below the Directors are unconditionally authorised, for the purposes of Section 80 of the Act, to allot any shares of the Company up to a maximum nominal amount of £98 at any time or times during the period of five years from the date of passing of the Resolution adopting these Articles.

(B) The provisions of Section 89(1) of the Act shall not apply to the Company.

5. The shares shall not be issued to or be capable of being held or transferred to any person other than a Director.

6. If and whenever any Director shall for any reason whatsoever lose such status or if a Director dies, the Directors shall give notice in writing to such member or in the event of death to his personal representatives (which notice may be sent by post addressed to such member, or in the event of death to his personal representative without naming them, at the last known place of residence or business of such member) calling upon him or them to transfer the shares held by him or them to another Director, and unless within fourteen days thereafter such member or his personal representatives shall transfer such shares accordingly, the Directors shall be empowered and are hereby directed to transfer such shares to such other person or persons. No transfer made or purported to be made pursuant to the power conferred by this Article shall be called in question owing to any irregularity whatever in the exercise thereof, and the remedy of any person claiming to have sustained injury or damage by any invalid or improper exercise of the said power shall be in damages against the Company only.



GENERAL MEETINGS

7. The Company shall in each year hold a General Meeting as its Annual General Meeting at such time and place as may be determined by the Directors, but so that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

8. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary Meetings.

NOTICE OF GENERAL MEETINGS

9. The Directors may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition or in default may be called by such requisitionists as provided by Sections 367 and 368 of the Act.

10. In the case of an Annual General Meeting or of a meeting for the passing of a Special Resolution, twenty-one clear days' notice in writing at the least, and in any other case fourteen clear days' notice in writing at the least, specifying the place and the date and hour of the meeting, and in the case of special business the general nature of such business (and in the case of an Annual General Meeting specify the meeting as such) shall be given to each member for the time being of the Company by personal delivery to him or by sending the same by post to him at his last known place of residence or business in the United Kingdom. Like notice of every such meeting shall also be given to the Auditors for the time being of the Company. A General Meeting may be convened by shorter notice than hereinbefore specified and shall be deemed to have been duly called if it is so agreed by such number of members as shall be specified in Section 369 of the Act. The accidental omission to give such notice or the non-receipt of such notice by any member shall not invalidate any resolution passed or proceedings had at such meeting. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheet and ordinary reports of the Directors and Auditors and other documents required to be annexed to the balance sheet at the election of Auditors and the fixing of their remuneration.

11. Any Ordinary Resolution of the Company determined on without any General Meeting and evidenced by writing under the hand of all the members of the Company for the time being shall be as valid and effectual as an Ordinary Resolution passed at a General Meeting of the Company. Any such resolution may consist of several documents in like form each signed by one or more of the members.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any General Meeting unless a quorum is present. Save as is otherwise herein provided, two members personally present shall be a quorum.


13. The Chairman of the Board of Directors shall preside at every General Meeting or in his absence such other member as the members present may elect.

14. The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting may determine. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

VOTES OF MEMBERS

15. Any question to be decided at a General Meeting shall be decided upon a show of hands unless, before or upon the declaration of the result, a poll is demanded by the Chairman or by any member present in person or by proxy and for the time being entitled to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that the resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry in the minute book of the Company to that effect shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16. If a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman shall direct, and the result of it shall be deemed to be the resolution of the meeting at which the poll was demanded.



17. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

19. The demand of a poll shall not prevent the continuance of any meeting for the transaction of any business other than that on which a poll has been demanded.

20. On a show of hands every member present in person shall have one vote and in the case of a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

PROXIES

21. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company.

22. The instrument appointing a proxy shall be in writing in the usual common form or in such other form as the Directors may approve. Signatures of instruments of proxy need not be witnessed.

23. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (unless deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll) shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or on the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

DIRECTORS

24. Until otherwise determined by a General Meeting, the number of the Directors of the Company shall not be subject to any maximum but shall not be less than two. The qualification of a Director shall be the holding of one share in the capital of the Company. The first Directors shall be appointed by the subscribers hereto by an instrument in writing under their hands.

25. A Director may act before acquiring his qualification, but shall acquire his qualification within two months after the date of his appointment or the date of the adoption of these Articles whichever is the later.

26. Without prejudice to the provisions of Article 29 and with the exception of the first Directors, a Director may only be appointed to or removed from the office of Director by Comben and Comben may exercise such powers at any time.

27. Notice of each appointment or removal made pursuant to these Articles shall be given in writing signed by a Director or the Secretary of Comben or other officer appointed for the purpose.

28. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally 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 seventy, and any person shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy.

DISQUALIFICATION OF DIRECTORS

29. Subject as herein otherwise provided, the office of a Director shall be vacated:-

- (A) If he ceases to be a Director by virtue of any provision of the Act or if he is prohibited from being a Director by any order made under any provision of the Act or by any other law.
- (B) If by notice in writing given to the Company he resigns the office of Director.
- (C) If he becomes of unsound mind.
- (D) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.
- (E) If he be removed from office under the provisions of these Articles.
- (F) If not being already qualified he does not obtain his qualification within two months after his appointment or at any time thereafter ceases to hold his qualification.

POWERS AND DUTIES OF DIRECTORS

30. The Directors may exercise all the powers and discretions vested in the Company under or by virtue of its Memorandum of Association or otherwise as are not hereby or by the Act directed or required to be done by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS

31. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their business as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote. A Director may and the Secretary, on the requisition of a Director, shall at any time summon a meeting of the Directors. A Director not in the United Kingdom shall not be entitled to notice of a meeting of the Directors. The Directors may fix a quorum necessary for the transaction of business by them, but unless and until otherwise determined by them, two shall be a quorum.

32. The Chairman of the Directors shall be such one of the Company's Directors as the Directors shall from time to time appoint, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes of the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.


33. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Directors.

34. A Committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within five minutes of the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

35. A committee may meet and adjourn as its members think fit. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

36. All acts done bona fide by any meeting of Directors or by any meeting of a committee of Directors or by any person acting as a Director shall, notwithstanding it be afterwards discovered there was some defect in the appointment of any such Directors or persons acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director.

37. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers and of the proceedings of all meetings of Directors and committees, and of the attendance thereat, and all business transacted at such meetings, and any such minutes of any meeting if purported to be signed by



the Chairman of such meeting or by the Chairman of the necessary succeeding meeting, shall be conclusive evidence without any further proof of the facts stated therein.

38. A resolution in writing signed by all the Directors entitled to notice shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted, and may consist of several documents in like form each signed by one or more of the Directors.

THE SEAL

39. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or one Director and the Secretary, and such Directors or Director and Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

NOTICES


40. Any notice or document (including share or stock certificates) may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members.

41. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in providing such service it shall be sufficient to prove that the letter containing a notice or document was properly addressed, stamped and posted.

42. Any notice or document delivered or sent by post to, or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member unless his name shall, at the time of the service of the notice or document, have been removed from the Register of Members as the holder of the share, and such service shall, for all purposes, be deemed a sufficient service of such notice or document on all persons interested (whether jointly with, or as claiming through or under him) in the shares.

INDEMNITY

43. 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 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 144(3) or (4) or 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
DESCRIPTIONS OF
SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

MICHAEL JOHN HOPE
30 City Road,
London EC1

ONE

Company Formation Assistant

BRIAN GOLDSTEIN
30 City Road,
London EC1

ONE

Company Director

TOTAL SHARES TAKEN

TWO

DATED the 15th day of September 1971

WITNESS to the above signatures:-

LINDA ROSE DAVIS
30 City Road,
London EC1.

Copy Typist.



The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

Memorandum

(As amended 24th June, 1986)

AND

Articles of Association

OF

**COMBEN GROUP PENSION
TRUSTEES
LIMITED**

(formerly DRANTHAME LIMITED)

as adopted by Special Resolution dated 24th June, 1986.

Incorporated the 29th day of September 1971

Reprinted 24th June 1986

COMBEN GROUP PENSIONS TRUSTEES LIMITED

MITCHAM HOUSE
681 MITCHAM ROAD, CROYDON CR9 3AP

TELEGRAMS & CABLES: GROUTING CROYDON TELEX
TELEPHONE: 01-689 2266 FACSIMILE EXTENSION: 2340 TELEX: 946511

Our ref: HTW/DG

21st July 1986

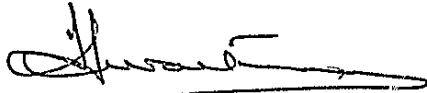
The Registrar,
Department of Trade & Industry,
Companies Registration Office,
Companies House,
Crown Way,
Maindy,
Cardiff. CF4 3UZ.

Dear Sir,

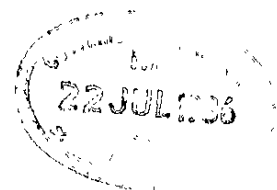
Memorandum and Articles of Association

Further to my letter of 25th June 1986, I now enclose a bound copy of the Memorandum and Articles of Association of the Company.

Yours faithfully,



H.T. Watkins
Director/Secretary



The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

Memorandum

(As amended 24th June, 1986)

AND

Articles of Association

OF

**COMBEN GROUP PENSION
TRUSTEES
LIMITED**

(formerly DRANTHAME LIMITED)

as adopted by Special Resolution dated 24th June, 1986.

Incorporated the 29th day of September 1971

Reprinted 24th June 1986

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION *

OF

COMBEN GROUP PENSION TRUSTEES LIMITED

1. The name of the Company is "Comben Group Pension Trustees Limited"***
2. The registered office of the Company will be situate in England.
3. (A) The objects for which the Company is established are to undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee of or for, or act in any similar capacity for, any pension, superannuation, provident or benefit fund or scheme or any trust which may from time to time be established or formed for the benefit of officers or employees or ex-officers or ex-employees or the spouses or issue or other dependants of officers or employees, ex-officers or ex-employees of Trafalgar House Public Limited Company or of any other company which is a subsidiary of or is controlled by Trafalgar House Public Limited Company or with or in which that company is associated or interested, and for the purposes aforesaid to act solely or jointly with any other person, company, corporation, or body as the circumstances may require.
- (B) For the purposes aforesaid the Company shall have the following powers:-

* Adopted by Special Resolution passed
on the 24th day of June 1986

** Changed with effect from 28th October 1971
from Dranthame Limited to Orme Trust Limited
and with effect from 6th May 1980 from
Orme Trust Limited to Comben Group Pension Trustees Limited.

- (1) To acquire and hold, either solely or jointly with another or others, and either as trustee, nominee or agent, beneficially or howsoever otherwise, and to sell, lease, deal with, manage and turn to account, or to join in selling, leasing, dealing with, managing or turning to account real or personal property of every kind and every legal or equitable interest therein and in particular shares, stocks, debentures, securities, policies, book debts, claims, things in action, lands, buildings, hereditaments, business concerns and undertakings, plant and machinery, mortgages, charges, annuities, patents and licences.
- (2) To improve and develop any real property in which the Company is interested whether as trustee, nominee, agent, beneficially or howsoever otherwise, and to undertake all construction work necessary for such improvement and development and to enter into contracts and arrangements of all kinds with builders and tenants and with suppliers of goods, services and utilities.
- (3) To procure and execute directly, or by contribution or other assistance, any other works, undertakings or enterprises, and to carry on any business in which, or for the prosecution whereof, or on the security whereof or of any profits or emoluments derivable therefrom, the Company shall have invested money, embarked capital, or engaged its credit.
- (4) To procure the Company to be registered or recognised in any country, state or place abroad, and to comply with any conditions necessary or expedient in order to enable the Company to carry on business in any country, state or place abroad.
- (5) To establish or promote or concur in establishing or promoting any other company or corporation which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company or corporation.
- (6) To obtain or to make, support or oppose any application for any Act of Parliament, or any law of any foreign, Dominion or Colonial legislature, or any law, byelaw or regulation of any local, municipal, or other public or private authority.

- (7) To accept any composition or any security for any debt, amount, or claim, or to allow any time for payment of any debt or amount, and to compromise, abandon, compound, submit to arbitration, or otherwise settle any debt, account, claim or thing.
- (8) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (9) To advance, deposit or lend money, securities and property to or with such persons, companies and bodies, and on such terms as may be thought fit.
- (10) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- (11) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promisory notes, and other negotiable or transferable instruments.
- (12) To do all or any of the above things in any part of the world, and either as principal, agent, contractor, or otherwise and either by agents, contractors or otherwise, and either alone or in conjunction with others including entering into partnerships and joint venture arrangements.
- (13) To exercise and discharge all such powers, duties, authorities, discretions and other functions as are vested in or exercisable or to be discharged by the Company under or by virtue of any of the said pension, superannuation, provident or benefit funds or schemes, or trusts.
- (14) To do all such other things as are incidental or conducive to the attainment of the objects set out in sub-clause (A) of this Clause.
- (15) The powers set forth in any paragraph of this sub-clause shall not be restrictively construed but the widest interpretation shall

be given thereto and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other power or powers set forth in this sub-clause. None of such paragraphs or the powers thereby conferred shall be deemed subsidiary or ancillary to the powers mentioned in any other paragraph, but the Company shall have full power to exercise all or any of the powers conferred by and provided in any one or more of the said paragraphs in order to achieve all or any of its objects.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
MICHAEL JOHN HOPE 30 City Road, London EC1 Company Formation Assistant	ONE
BRIAN GOLDSTEIN 30 City Road, London EC1 Company Director	ONE
TOTAL SHARES TAKEN	TWO

DATED the 15th day of September 1971

WITNESS to the above signatures:-

LINDA ROSE DAVIS
30 City Road,
London EC1.

Copy Typist.

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION *

-of-

COMBEN GROUP PENSION TRUSTEES LIMITED

PRELIMINARY

1. (A) The regulations in Table A in the First Schedule to the Companies (Tables A to F) Regulation 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulation 1985) shall not apply to the Company.

(B) In the construction of these Articles, unless there be something in the subject matter or context inconsistent therewith:-

"The Company" means the above-named Company.

"The Act" means the Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.

"The Directors" means the Directors for the time being of the Company or a quorum thereof acting at a meeting of the Directors as the context may require.

"Month" means calendar month.

"Comben" means Comben Group Public Limited Company.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number include the plural number and vice versa, and words importing the masculine gender include the feminine gender.

*Adopted by Special Resolution passed on
the 24th day of June 1986

CONSTITUTION OF THE COMPANY

2. The Company is a Private Company and accordingly: (A) no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and no allotment or agreement to allot whether for cash or otherwise) shall be made of any shares in or debentures being offered for sale to the public; and (B) the right to transfer the shares of the Company shall be restricted in the manner hereinafter appearing.

SHARES

3. The share capital of the Company is £100.00 divided into 100 shares of £1.00 each.

4. (A) Subject to Article 5 below the Directors are unconditionally authorised, for the purposes of Section 80 of the Act, to allot any shares of the Company up to a maximum nominal amount of £98 at any time or times during the period of five years from the date of passing of the Resolution adopting these Articles.

(B) The provisions of Section 89(1) of the Act shall not apply to the Company.

5. The shares shall not be issued to or be capable of being held or transferred to any person other than a Director.

6. If and whenever any Director shall for any reason whatsoever lose such status or if a Director dies, the Directors shall give notice in writing to such member or in the event of death to his personal representatives (which notice may be sent by post addressed to such member, or in the event of death to his personal representative without naming them, at the last known place of residence or business of such member) calling upon him or them to transfer the shares held by him or them to another Director, and unless within fourteen days thereafter such member or his personal representatives shall transfer such shares accordingly, the Directors shall be empowered and are hereby directed to transfer such shares to such other person or persons. No transfer made or purported to be made pursuant to the power conferred by this Article shall be called in question owing to any irregularity whatever in the exercise thereof, and the remedy of any person claiming to have sustained injury or damage by any invalid or improper exercise of the said power shall be in damages against the Company only.

GENERAL MEETINGS

7. The Company shall in each year hold a General Meeting as its Annual General Meeting at such time and place as may be determined by the Directors, but so that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

8. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary Meetings.

NOTICE OF GENERAL MEETINGS

9. The Directors may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition or in default may be called by such requisitionists as provided by Sections 367 and 368 of the Act.

10. In the case of an Annual General Meeting or of a meeting for the passing of a Special Resolution, twenty-one clear days' notice in writing at the least, and in any other case fourteen clear days' notice in writing at the least, specifying the place and the date and hour of the meeting, and in the case of special business the general nature of such business (and in the case of an Annual General Meeting specify the meeting as such) shall be given to each member for the time being of the Company by personal delivery to him or by sending the same by post to him at his last known place of residence or business in the United Kingdom. Like notice of every such meeting shall also be given to the Auditors for the time being of the Company. A General Meeting may be convened by shorter notice than hereinbefore specified and shall be deemed to have been duly called if it is so agreed by such number of members as shall be specified in Section 369 of the Act. The accidental omission to give such notice or the non-receipt of such notice by any member shall not invalidate any resolution passed or proceedings had at such meeting. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheet and ordinary reports of the Directors and Auditors and other documents required to be annexed to the balance sheet at the election of Auditors and the fixing of their remuneration.

11. Any Ordinary Resolution of the Company determined on without any General Meeting and evidenced by writing under the hand of all the members of the Company for the time being shall be as valid and effectual as an Ordinary Resolution passed at a General Meeting of the Company. Any such resolution may consist of several documents in like form each signed by one or more of the members.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any General Meeting unless a quorum is present. Save as is otherwise herein provided, two members personally present shall be a quorum.

13. The Chairman of the Board of Directors shall preside at every General Meeting or in his absence such other member as the members present may elect.

14. The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting may determine. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

VOTES OF MEMBERS

15. Any question to be decided at a General Meeting shall be decided upon a show of hands unless, before or upon the declaration of the result, a poll is demanded by the Chairman or by any member present in person or by proxy and for the time being entitled to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that the resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry in the minute book of the Company to that effect shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16. If a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman shall direct, and the result of it shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

19. The demand of a poll shall not prevent the continuance of any meeting for the transaction of any business other than that on which a poll has been demanded.

20. On a show of hands every member present in person shall have one vote and in the case of a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

PROXIES

21. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company.

22. The instrument appointing a proxy shall be in writing in the usual common form or in such other form as the Directors may approve. Signatures of instruments of proxy need not be witnessed.

23. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (unless deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll) shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or on the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

DIRECTORS

24. Until otherwise determined by a General Meeting, the number of the Directors of the Company shall not be subject to any maximum but shall not be less than two. The qualification of a Director shall be the holding of one share in the capital of the Company. The first Directors shall be appointed by the subscribers hereto by an instrument in writing under their hands.

25. A Director may act before acquiring his qualification, but shall acquire his qualification within two months after the date of his appointment or the date of the adoption of these Articles whichever is the later.

26. Without prejudice to the provisions of Article 29 and with the exception of the first Directors, a Director may only be appointed to or removed from the office of Director by Comben and Comben may exercise such powers at any time.

27. Notice of each appointment or removal made pursuant to these Articles shall be given in writing signed by a Director or the Secretary of Comben or other officer appointed for the purpose.

28. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally 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 seventy, and any person shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy.

DISQUALIFICATION OF DIRECTORS

29. Subject as herein otherwise provided, the office of a Director shall be vacated:-

- (A) If he ceases to be a Director by virtue of any provision of the Act or if he is prohibited from being a Director by any order made under any provision of the Act or by any other law.
- (B) If by notice in writing given to the Company he resigns the office of Director.
- (C) If he becomes of unsound mind.
- (D) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.
- (E) If he be removed from office under the provisions of these Articles.
- (F) If not being already qualified he does not obtain his qualification within two months after his appointment or at any time thereafter ceases to hold his qualification.

POWERS AND DUTIES OF DIRECTORS

30. The Directors may exercise all the powers and discretions vested in the Company under or by virtue of its Memorandum of Association or otherwise as are not hereby or by the Act directed or required to be done by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS

31. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their business as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote. A Director may and the Secretary, on the requisition of a Director, shall at any time summon a meeting of the Directors. A Director not in the United Kingdom shall not be entitled to notice of a meeting of the Directors. The Directors may fix a quorum necessary for the transaction of business by them, but unless and until otherwise determined by them, two shall be a quorum.

32. The Chairman of the Directors shall be such one of the Company's Directors as the Directors shall from time to time appoint, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes of the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

33. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Directors.

34. A Committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within five minutes of the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

35. A committee may meet and adjourn as its members think fit. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

36. All acts done bona fide by any meeting of Directors or by any meeting of a committee of Directors or by any person acting as a Director shall, notwithstanding it be afterwards discovered there was some defect in the appointment of any such Directors or persons acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director.

37. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers and of the proceedings of all meetings of Directors and committees, and of the attendance thereat, and all business transacted at such meetings, and any such minutes of any meeting if purported to be signed by

the Chairman of such meeting or by the Chairman of the necessary succeeding meeting, shall be conclusive evidence without any further proof of the facts stated therein.

38. A resolution in writing signed by all the Directors entitled to notice shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted, and may consist of several documents in like form each signed by one or more of the Directors.

THE SEAL

39. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or one Director and the Secretary, and such Directors or Director and Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

NOTICES

40. Any notice or document (including share or stock certificates) may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members.

41. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in providing such service it shall be sufficient to prove that the letter containing a notice or document was properly addressed, stamped and posted.

42. Any notice or document delivered or sent by post to, or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member unless his name shall, at the time of the service of the notice or document, have been removed from the Register of Members as the holder of the share, and such service shall, for all purposes, be deemed a sufficient service of such notice or document on all persons interested (whether jointly with, or as claiming through or under him) in the shares.

INDEMNITY

43. 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 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 144(3) or (4) or 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
DESCRIPTIONS OF
SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

MICHAEL JOHN HOPE
30 City Road,
London EC1

ONE

Company Formation Assistant

BRIAN GOLDSTEIN
30 City Road,
London EC1

ONE

Company Director

TOTAL SHARES TAKEN

TWO

DATED the 15th day of September 1971

WITNESS to the above signatures:-

LINDA ROSE DAVIS
30 City Road,
London EC1.

Copy Typist.