

Company number
3122084

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

RESOLUTION

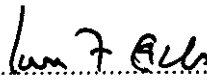
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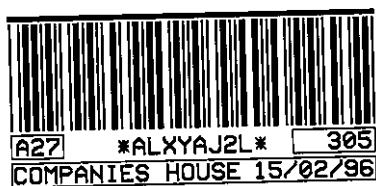
ALNERY NO. 1524 LIMITED

(passed on 12th February , 1996)

The following resolution was duly passed as a special resolution of the company by the sole member of the company on 12th February, 1996:

THAT the objects of the company be altered by the deletion of the existing objects clause in the memorandum of association and the substitution of the objects clause set out in the printed document marked "A" attached hereto.


.....
for Alnery Incorporations
No. 1 Limited (sole member)



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ALNERY NO. 1524 LIMITED

INCORPORATED ON 6TH NOVEMBER, 1995

NO. 3122084

ALLEN & OVERY
LONDON

"A"

Company number
3122084

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ALNERY NO. 1524 LIMITED

(Incorporating all amendments to 12th February, 1996)

1. The Company's name is "Alnery No.1524 Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (1) to carry on business as a general commercial company;
 - (2) to carry on any trade or business whatsoever;
 - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
 - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
 - (5) to acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in all kinds of financial commercial, transport, industrial, technological and other transactions and activities.¹
 - (6) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage,

¹ This clause was inserted by special resolution on 12th February, 1996.

charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital;

- (7) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company which is its holding company;
- (8) to sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company;
- (9) to provide or arrange for any pension, lump sum payment, gratuity, life, health, accident and other insurance and other benefit (pecuniary or otherwise) of any kind to or for the benefit of any individual who is or has been a director of, or employed by, or who provides or has provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or any predecessor in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of any present or former spouse, child or other relative or dependant of such individual or any other person who has or formerly had with any such individual any such connection as the directors may specify; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangement of any kind which the directors may approve;
- (10) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (11) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (12) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
 - (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
 - (c) each subclause is without prejudice to the generality of the objects and powers conferred by any other subclause and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
 - (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
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- (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
- (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
- (iv) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

4. The liability of each member is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.

I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber	Number of shares taken by subscriber
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Alnery Incorporations No.1 Limited 9 Cheapside London EC2V 6AD	1
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D.W. Stewart
for and on behalf of
Alnery Incorporations
No.1 Limited

	—
Total shares taken	1
	—

Dated 20th October, 1995

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD