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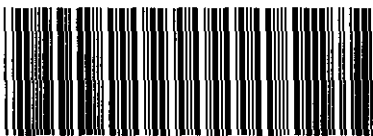
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4282964

The Registrar of Companies for England and Wales hereby certifies that
JOHN LEAT CONSULTANCY LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 6th September 2001



N04282964M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
— for the record —

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP000

Company Name in full

JOHN LEAT CONSULTANCY

LIMITED

I, Clifford Donald Wing, a duly authorised representative
of RWL Registrars Limited,
of 134 percival Road, Enfield EN1 1QU

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

Declarant's signature

RWL REGISTRARS LIMITED

Declared at

285/287, Gray's Inn Road, London, WC1

Day Month Year

On

0 4 0 9 2 0 0 1

● Please print name.

before me ●

John Howard Harris

Signed

John Harris

Date

4.9.2001

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

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

Reichmann & Wing Limited

134 Percival Road, Enfield, Middx EN1 1QU

Tel 020 8363 7387

DX number 36954

DX exchange Winchmore Hill



A30
COMPANIES HOUSE

0072
06/09/01

Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

THEORY OF THE EARTH

The theory of the earth is a branch of geology which deals with the origin and development of the earth and its various parts. It is a science which seeks to explain the processes which have shaped the earth and its various parts, and to predict the future development of the earth and its various parts.

THE EARTH'S CRUST

The earth's crust is the outermost layer of the earth, and it is the layer which we live on. It is composed of various rocks and minerals, and it is the layer which is most visible to us. The crust is divided into two main parts: the continental crust and the oceanic crust. The continental crust is the part of the crust which is composed of rocks and minerals which are found on the continents, and the oceanic crust is the part of the crust which is composed of rocks and minerals which are found in the oceans.

Continental Crust

The continental crust is the part of the crust which is composed of rocks and minerals which are found on the continents. It is the part of the crust which is most visible to us, and it is the part of the crust which is most important to us. The continental crust is composed of various rocks and minerals, and it is the layer which is most visible to us. The continental crust is divided into two main parts: the continental shelf and the continental slope.

Oceanic Crust

The oceanic crust is the part of the crust which is composed of rocks and minerals which are found in the oceans. It is the part of the crust which is most visible to us, and it is the part of the crust which is most important to us. The oceanic crust is composed of various rocks and minerals, and it is the layer which is most visible to us. The oceanic crust is divided into two main parts: the oceanic shelf and the oceanic slope.

Continental Shelf

The continental shelf is the part of the continental crust which is composed of rocks and minerals which are found on the continents. It is the part of the crust which is most visible to us, and it is the part of the crust which is most important to us. The continental shelf is composed of various rocks and minerals, and it is the layer which is most visible to us.

Please complete in typescript,
or in bold black capitals.

CHFPO34

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office****Company Name in full**

JOHN LEAT CONSULTANCY LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE BASEMENT

23 SUSSEX ST

Post town

LONDON

County / Region

Postcode

SW1V 4RR

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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

GABRIEL CONSULTANTS, THE BASEMENT,

23 SUSSEX ST, LONDON, SW1V 4RR

Tel 0207 921 5732

DX number

DX exchange

A30
COMPANIES HOUSE

AY47K3U0

0071
06/09/01

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

Companies House, Crown Way, Cardiff, CF4 3UZ**DX 33050 Cardiff**

for companies registered in England and Wales
or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1 - 5)

Company name	JOHN LEAT CONSULTANCY LTD		
NAME	* Style / Title	MR	* Honours etc
	Forename(s)	JEREMY	
* Voluntary details	Surname	CANNELL	
	Previous forename(s)		
	Previous surname(s)		
Address	75 WOODLANDS ROAD, LITTLE BOOKHAM,		
Usual residential address	LEATHENHEAD		
For a corporation, give the registered or principal office address.	Post town		
	County / Region	SURREY	Postcode KT23 4HL
	Country		

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

Consent signature**Date**

22.8.01

Directors (see notes 1 - 5)

Please list directors in alphabetical order

NAME	* Style / Title	MR	* Honours etc
	Forename(s)	JOHN JAMES	
	Surname	LEAT	
	Previous forename(s)		
	Previous surname(s)	'KINGS RIDGE'	
Address	TITLARKS HILL ROAD		
Usual residential address	SUNNINGDALE		
For a corporation, give the registered or principal office address.	Post town		
	County / Region	BERKS	Postcode SL5 0JB
	Country		

Date of birth

Day Month Year

28 12 1947

Nationality

BRITISH

Business occupation

BLOODSTOCK CONSULTANT

Other directorships

None

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

Consent signature**Date**

22.8.01

Directors

(continued)

(see notes 1 - 5)

NAME

* Style / Title

* Honours etc

Forename(s)

Surname

* Voluntary details

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

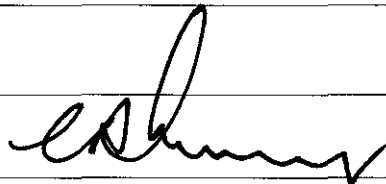
Date

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed



Date

3/9/2001

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Company Secretary (see notes 1-5)

Company name

JOHN LEAT CONSULTANCY LIMITED

NAME *Style / Title

*Honours etc

*Voluntary details

Forename(s)

Surname

RWL REGISTRARS LIMITED

Previous forename(s)

Previous surname(s)

Address

134 PERCIVAL ROAD

Usual residential address

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

Post town

ENFIELD

County / Region

MIDDX

Postcode

EN1 1QU

Country

UK

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

Consent signature

RWL REGISTRARS LTD

Date 3/9/2001

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

1002904

829549

829549

6282964.

THE COMPANIES ACTS 1985 to 1989

MEMORANDUM OF ASSOCIATION

- of -

JOHN LEAT CONSULTANCY LIMITED

1. The Name of the Company is:-

JOHN LEAT CONSULTANCY LIMITED

2. The registered office will be situated in England & Wales.

3. The objects for which the Company is established are:-

- (a) To carry on all or any of the following businesses: Management consultants, business administrators, managers, secretaries, agents, financial advisers, auditors, statisticians, organisers, controllers of staff, executive and management training schemes, publishers, printers, proprietors of employment and other kinds of agencies and bureaux, information technology suppliers, and to provide professional services of all kinds; to investigate, advise on, examine, collect and distribute statistics and information relating to and to effect improvements in respect of the commercial, marketing, management, staff, training, accounting, costing, production, time and motion and work study, office methods, development, sales forecasting, distribution, advertising, sales promotion, market research, operational research, economic, financial and general functions of and to undertake all or any of such functions on behalf of any company, firm or individual, public board, local authority and other organisations of every description whether connected with business or affairs and whether concerned with manufacture, processing, selling, storing or other industrial or commercial or any other activity whether and on behalf of any industry or group of industries or any country or countries; to establish, maintain and improve methods and systems for any purpose whatever and to provide services in connection with data processing, computer programming and operation, negotiation of contracts, debt collecting, travel, employment and training of staff, patents, trade marks, copyrights, licenses, permits or other documents, business valuations and transfers, commercial status enquiries; to buy, sell, lease or otherwise deal in property of all descriptions; to negotiate or grant credit to any person, company or otherwise; and to carry on all businesses of a like nature.
- (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.



- (c) To carry on all or any other business which may seem to the Board of Directors Capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's property or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licenses, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant and any real or personal property or properties and chattels which the Board of directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other Company.
- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.

- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise charged upon all or any of the Company's undertakings or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion or incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company whose objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

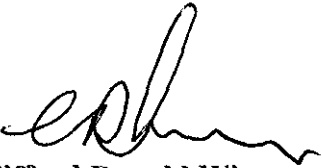
- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as Director, employee or otherwise, and his family or dependents, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such persons as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.
- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.

- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone or as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, 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.

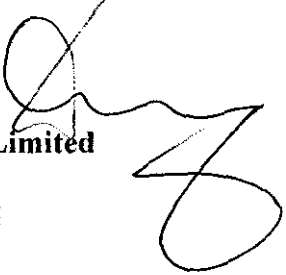
- 4. The liability of the Members is limited
- 5. The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of Subscriber	No. of Shares
 Clifford Donald Wing Regis House 134 Percival Road Enfield Middlesex EN1 1QU	One

Dated 3rd September, 2001

Witness to the above signature:-


RWL Registrars Limited
Regis House
134 Percival Road
Enfield
Middlesex
EN1 1QU

ARTICLES OF ASSOCIATION

- OF -

JOHN LEAT CONSULTANCY LIMITED

PRELIMINARY

1. The Company is a private company, and the regulations contained or incorporated by reference in Table A in Statutory Instrument 805 of 1985, save in so far as they are hereinafter excluded or modified, shall be, together with these Articles, the regulations of the Company.

SHARES

2. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are authorised to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that;
 - (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital), which at the time when the allotment is made, have not already been allotted.
 - (b) this authority shall expire on the fifth anniversary of the day preceeding the date of incorporation of the Company, or on such other earlier date as the Company may in General Meeting properly resolve; provided always that this authority may be renewed in accordance with the provisions of the Companies Acts.
3. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

4. The lien conferred by Clause 8 in Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he be the sole holder or one of two or more joint holders thereof.
5. Any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Article 7 shall not apply to such transfers save to prevent a transfer of a Share on which the Company has a lien.
6. A Member wishing to dispose of all or any of his shares shall give notice of the fact to the Directors and such notice shall constitute the Company as agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares, they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Articles shall not in any way remove from the Directors the power to refuse to register any transfer of which they disapprove.

7. Without prejudice to the provisions of Clause 24 in Table A, the Directors may, in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share (other than a transfer made in accordance with Article 5) whether or not it is a fully paid share.
8. Shares issued pursuant to Clause 3 in Table A shall be subject to such terms and manner of redemption as the Company before the issue shall by Special Resolution determine.

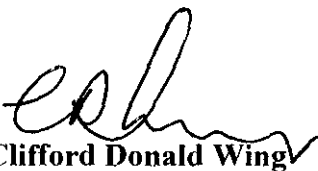
SEAL

9. Clause 101 of Table A shall be amended by the addition of the following words at the end of the Clause: "or by some other person appointed by the Directors for the purpose".

DIRECTORS

10. A person may be appointed or elected as a Director whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
11. A Director may vote in respect of any contract or arrangement in which he is interested and may form part of the quorum for any meeting at which such voting occurs. Clauses 95, 96 and 98 in Table A shall not apply to the Company; and Clause 97 in Table A shall apply as though the words "except that concerning his own appointment" were omitted.
12. The Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director he replaces was last elected a Director.
13. Until otherwise determined by the Company in General Meeting, the number of Directors (other than alternate Directors) shall not be less than one nor more than five. So long as the minimum number remains thus fixed at one, a sole Director may exercise all the powers vested in the Directors generally. Clauses 89 and 90 in Table A shall be modified accordingly, and Clause 64 in Table A shall not apply to the Company.

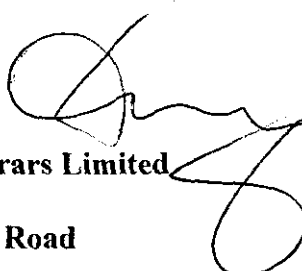
Name and address of Subscriber



Clifford Donald Wing
Regis House
134 Percival Road
Enfield
Middlesex
EN1 1QU

Dated 3rd September, 2001

Witness to the above signatures:-



RWL Registrars Limited
Regis House
134 Percival Road
Enfield
Middlesex EN1 1QU