

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

412

Please do not
write in this
binding margin



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

⁴ Insert full name
of Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

~~1569324~~

Name of Company

ALMAYA (U.K.) LIMITED

JOHN O'DONNELL

of 313/314, GRAND BUILDINGS,

TRAFALGAR SQUARE,

LONDON, WC2N 5NB

do solemnly and sincerely declare that I am a person named as Secretary of the Company

in the statement delivered under Section 21 of the Companies Act 1976

of "ALMAYA (U.K.) LIMITED"

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 86, NEWINGTON BUTTS,
ELEPHANT & CASTLE,
LONDON, SE11 4QU

the _____ 1st day of January _____

One thousand nine hundred and eighty one

before me. _____

A Commissioner for Oaths or Notary Public and Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

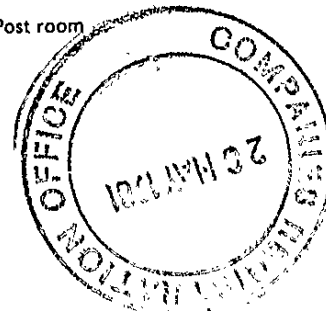
Signature of Declarant

Presentor's name, address and reference (if any):

J.P.Company Registrations & Co.,
313/314, Grand Buildings,
Trafalgar Square,
London,
WC2N 5NB.

For official use
New companies section

Post room



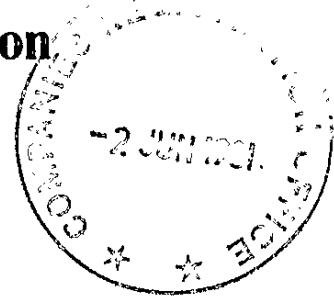
COMPANIES ACTS 1948-1980

1569324/3 COMPANY LIMITED BY SHARES

Memorandum of Association

OF

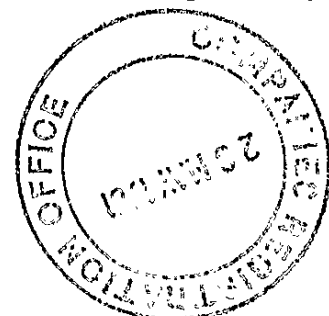
ALMAYA (U.K.)
LIMITED



1. The name of the company is "ALMAYA (U.K.) Limited".
2. The registered office of the company will be situated in England.
3. The objects for which the company is established are:-

(a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

J. P. COMPANY REGISTRATIONS & CO.
313/314 GRAND BUILDINGS,
TRAFALGAR SQUARE,
LONDON WC2N 5NB


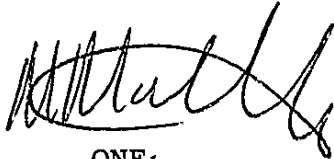


P13/749820

- (b) To carry on any other business of a similar nature, or any business which may in the opinion of the Directors be conveniently carried on by this Company;
- (c) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this Company, and to conduct and carry on, or liquidate and wind up, any such business;
- (d) To purchase, take on lease, or otherwise acquire for the purposes of the Company, any estates, lands, buildings, easements or other interests in real estate and to sell, let on lease, or otherwise dispose of or grant rights over any real property belonging to the Company;
- (e) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company;
- (f) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, which may be useful for the Company's objects, and to grant licences to use the same;
- (g) To manufacture, buy, sell, and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects;
- (h) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine;
- (i) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments;
- (j) To borrow, raise money or secure obligations (whether of the Company or any other person) by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit;
- (k) To receive money on deposit, with or without allowance of interest thereon;
- (l) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or on loan upon such terms that the company may approve and to become security for any persons, firms, or companies;
- (m) To invest the monies of the Company not immediately required in such manner, other than in the shares of this Company, as from time to time may be determined;
- (n) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interests of this Company;
- (o) To establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same;

- (p) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money, pensions or other payments, and to form, subscribe to, or otherwise aid benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claims to support or aid by the Company by reason of the nature or the locality of its operations or otherwise;
 - (q) To enter into and carry into effect any arrangements for joint working in business, or for sharing of profits, or for amalgamation, with any other company, or any partnership or person, carrying on business within the objects of this Company;
 - (r) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company;
 - (s) To sell, dispose of, or transfer the business, property and undertakings of the Company, or part thereof, for any consideration which the Company may see fit to accept;
 - (t) To distribute in specie or otherwise as may be resolved any assets of the Company among its members and, particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company;
 - (u) To do all or any of the matters hereby authorised (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;
 - (v) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them;
 - (w) 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 1,000,000 shares of £1. £1,000,000 divided into 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, addresses and descriptions 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.

Name, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<p>JOHN O'DONNELL 313/314, GRAND BUILDINGS, TRAFALGAR SQUARE, LONDON, WC2N 5NB.</p> <p>COMPANY DIRECTOR</p>	<p> ONE</p>
<p>MICHAEL MALLEY 313/314, GRAND BUILDINGS, TRAFALGAR SQUARE, LONDON, WC2N 5NB.</p> <p>COMPANY FORMATION ASSISTANT</p>	<p> ONE</p>

DATED THIS 1ST DAY OF JANUARY, 1981.

WITNESS TO THE ABOVE SIGNATURES:—

UNA ARNOLD
313/314, GRAND BUILDINGS,
TRAFALGAR SQUARE,
LONDON,
WC2N 5NB.



COMPANY FORMATION ASSISTANT

COMPANIES ACTS 1948 to 1980

1569324 /4

COMPANY LIMITED BY SHARES

Articles of Association

OF

ALMAYA (U.K.)

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, 88 to 95 inclusive and 97 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.

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. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share..
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 II in Part I of Table A shall attach to fully paid up shares.

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and Clause 22 of Part I of Table A shall be modified accordingly.

GENERAL MEETING

7. 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.
8. Clause 54 in Part I of Table A shall be read and construed as if the words "if convened upon the requisition of members, shall be dissolved; in any other case it" were deleted therefrom.

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the power and authorities vested in the Directors by these Articles or Table A.
10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.
11. At any time and from time to time the Company may by ordinary resolution appoint any person to be a Director (but so that the maximum number is not exceeded) and determine the period for which such person is to hold office.
12. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors (but so that the maximum number is not exceeded). Any Director so appointed shall hold office until the next following Annual General Meeting but shall then be eligible for re-election.
13. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

14. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.
15. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, 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 paragraphs (2) and (4) of Clause 84 in Part I of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

16. 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 or under Section 28 of the Companies Act, 1976.
 - (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.

INDEMNITY

17. In addition to the indemnity contained in Clause 136 of Part I 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.

FIRST SECRETARY

18. The First Secretary of the Company shall be John O'Donnell.

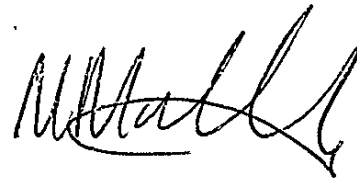
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

John O'Donnell,
313/314, Grand Buildings,
Trafalgar Square,
London,
WC2N 5NB.



Company Director

Michael Malley,
313/314, Grand Buildings,
Trafalgar Square,
London,
WC2N 5NB.

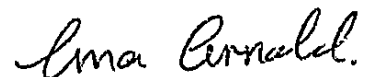


Company Formation Assistant.

DATED THIS 1ST DAY OF JANUARY 1981.

WITNESS TO THE ABOVE SIGNATURES:-

Una Arnold,
313/314, Grand Buildings,
Trafalgar Square,
London,
WC2N 5NB.



Company Formation Assistant.

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering* delete if
inappropriate

Company number

1569324/5

Name of Company

ALMAYA (U.K.)

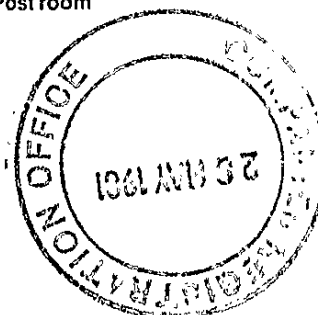
Limited*

The intended situation of the registered office of the company
on incorporation is as stated below313/314, GRAND BUILDINGS,
TRAFALGAR SQUARE,
LONDON,
WC2N 5NB.If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

J.P. COMPANY REGISTRATIONS & CO.,
313/314, GRAND BUILDINGS,
TRAFALGAR SQUARE, LONDON, WC2N 5NB.If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresentor's
reference (if any):J.P.Co.Reg. & Co.,
313/314, Grand Buildings
Trafalgar Square,
London. WC2N 5NBFor official use
General section

Post room



do not
write in this
binding margin

Important

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	JOHN O'DONNELL
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	313/314, GRAND BUILDINGS, TRAFALGAR SQUARE, LONDON, WC2N 5NB.
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 1ST NOVEMBER 1980


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

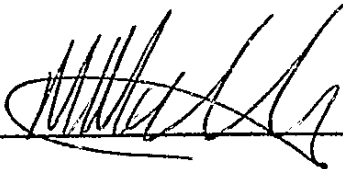
Name (note 2)	MICHAEL MALLEY	Business occupation COMPANY FORMATION ASSISTANT
Former name(s) (note 3)	NONE	Nationality BRITISH
Address (note 4)	313/314, GRAND BUILDINGS, TRAFALGAR SQUARE, LONDON, WC2N 5NB	Date of birth (where applicable) (note 6) N/A
Particulars of other directorships (note 5)		
NONE		
I hereby consent to act as director of the company named on page 1		
Signature	Date 1ST NOVEMBER 1980	

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature  [Subscriber] [Agent]† Date 1ST NOVEMBER 1980

Signature  [Subscriber] [Agent]† Date 1ST NOVEMBER 1980

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1569324

I hereby certify that

ALMAYA (U.K.) LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 22ND JUNE 1981

A handwritten signature in ink, appearing to be 'M. E. W.' or similar, written over a horizontal line.

Assistant Registrar of Companies

3

THE COMPANIES ACTS 1948 TO 1981

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

Pursuant to section 3 (1) of the Companies Act 1976

A

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Company number

1569324

Name of company

ALMAYA (UK) LIMITED

NOTE

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 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

3	1	12
---	---	----

† 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

3	1	12	1	9	8	4
---	---	----	---	---	---	---

See note 4 (c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

† delete as appropriate

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

_____, company number _____

the accounting reference date of which is _____

§ delete as appropriate

Signed Charles Makin [Director] [Secretary] § Date 5.12.84

Presentor's name, address and reference (if any):

For official use
General section

Post room

12 DEC 1984

~~1569324~~

Touche Ross & Co.
11th House
1 Little New Street
London EC4A 3TR
Telephone: National 01 353 8011
International +44 1 353 8011
Telex: 884739 TRLNDN G
Telecopier (Gp. 3): 01 583 8517

 **Touche Ross**
Chartered Accountants

1569324/25

Our Ref: RCM/1814CMc

23rd March 1987

The Secretary
Almaya (UK) Ltd
616 Finchley Road
LONDON
NW11 7RR

Dear Sir

We hereby resign as auditors to Almaya (UK) Ltd. There are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully

