
**MEMORANDUM AND ARTICLES OF
ASSOCIATION
of
HAMSARD 2277 LIMITED**

Company Number : 4145632

Incorporated : 22nd January 2001

Hammond Suddards Edge
Rutland House 148 Edmund Street Birmingham B3 2JR DX 708610 Birmingham 17
Telephone +44 (0)121 222 3000 Fax +44 (0)121 222 3001

www.hammondsuddardsedge.com

Reference

Registered Number: 4145632

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
HAMSARD 2277 LIMITED

- 1 The Company's name is Hamsard 2277 Limited.
- 2 The Company's registered office is to be situated in England.
- 3 The Company's objects are:
 - (a) To carry on business as a general commercial company; to carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors, and shippers of, and wholesale and retail dealers in, goods, wares produce, products, commodities, fancy goods, handicrafts, and merchandise of every description; to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof; to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw materials and manufactured goods of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any person, firm or company, and to participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.
 - (b) To carry on any other trade or business whatsoever which can, in the opinion of the board of directors, be advantageously carried on by the Company in connection with or ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
 - (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold any estate or interest in any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property or any kind for such consideration and on such terms as may be considered expedient.

- (d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (e) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowings or raising of money by the Company to become a member of any building society.
- (f) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (g) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (h) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (i) To make advances to customers and others with or without the security and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (j) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or relations of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or relations, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the company or its employees, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (k) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (l) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

- (m) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (n) To accept payment of any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (o) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (p) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of 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.
- (q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.
- (r) To acquire and hold controlling interests in the share or loan capital of any company or companies [and in particular companies engaged in the business of [specify]] and to provide practical, managerial and administrative advice, services and assistance for any company in which the Company is interested, and for any other company.
- (s) To sell, improve, manage, develop, exchange, let on lease, or otherwise, mortgage, charge, sell, turn to account, grant licences options, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (t) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling

interest in the shares or stock of this or any such other company as aforesaid, or in any other manner.

- (u) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
- (v) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (w) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that (a) the objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or the body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

- 4 The liability of the members is limited.
- 5 The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

WE, the subscriber 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 name.

Name and Address of Subscriber	
HSE Directors Limited 7 Devonshire Square Cutlers Gardens London EC2M 4YH	One

.....
for and on behalf of HSE
Directors Limited

Dated 12 January 2001

Witness of the above signature:

Name: Sarah Diane Walters

Address: Rutland House
148 Edmund Street
Birmingham
B3 2JR

Occupation: Legal Clerk

Registered Number: 4145632

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
HAMSARD 2277 LIMITED

TABLE A

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are inconsistent with or excluded or varied hereby and such regulations (save as so excluded or varied) together with the following Articles shall be the Articles of Association of the Company.

PRIVATE COMPANY

- 2 The Company is a private company. Accordingly, no shares in or debentures of the Company may be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARE CAPITAL

- 3 The authorised share capital of the Company as at the date of incorporation of the Company is £100 divided into 100 ordinary shares of £1 each.
- 4 Subject to the provisions of the Act, all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of any unissued shares in the capital of the Company (whether forming part of the original or any increased share capital) to such persons and generally on such terms and conditions and in such manner as they think fit.
- 5 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount equal to the amount of the authorised but as yet unissued share capital of the Company as at the date of incorporation of the Company. This authority shall expire on the fifth anniversary of the date of incorporation of the Company unless varied or revoked or renewed by the Company in general meeting PROVIDED THAT the directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- 6 Section 89(1) and sections 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company.

SHARE CERTIFICATES

- 7 A share certificate need not be sealed with the seal but may be executed as a deed in accordance with the Act and signed by any two directors or any director and the company secretary. Regulation 6 of Table A shall be modified accordingly.

LIEN

- 8 The lien conferred by Regulation 8 of Table A shall also attach to fully paid shares. The Company shall also have a first and paramount lien on all shares, whether or not fully paid, which are registered in the name of any person indebted or under any liability to the Company, whether or not he is the sole registered holder or one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

TRANSFERS

- 9 The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien. Regulation 24 of Table A shall be modified accordingly.

GENERAL MEETINGS

- 10 Upon the requisition of members pursuant to the Act, the directors shall forthwith proceed to convene an extraordinary general meeting for a date not later than 28 days after receipt of the requisition. Regulation 37 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

- 11 If and for so long as the Company has only one member, then the sole member may agree that any general meeting (other than a general meeting called for the passing of an elective resolution) be called by shorter notice than that provided for by these Articles. Regulation 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 12 If and for so long as the Company has only one member, then the sole member or a proxy for that member (or if the sole member is a corporation, a duly authorised representative of that member) shall be a quorum. Regulation 40 of Table A shall be modified accordingly.
- 13 If, at an adjourned meeting, a quorum is not present within half an hour from the time appointed for the adjourned meeting, then the meeting shall be dissolved. Notice of an adjourned meeting shall be given to all the members of the Company. Regulation 45 of Table A shall be modified accordingly.
- 14 A corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any general meeting of the Company or at any meeting of any class of members of the Company. The person so duly authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as such corporation could exercise if it were an individual member.

- 15 A poll may be demanded by a member (present in person or by proxy) having the right to attend and vote at the meeting or by a duly authorised representative of a corporation. Regulation 46 of Table A shall be modified accordingly.
- 16 A demand for a poll may, before the poll is taken, be withdrawn. Regulation 48 of Table A shall be modified accordingly.
- 17 A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an elective resolution or an extraordinary resolution shall have effect accordingly. In the case of a corporation, a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or by its duly authorised representative. Regulation 53 of Table A shall be modified accordingly.

VOTES OF MEMBERS

- 18 A proxy for a member (including a sole member if and for so long as the Company has only one member) may vote on a show of hands. Regulation 54 of Table A shall be modified accordingly.
- 19 Unless the directors otherwise determine, no member shall vote at any general meeting or at any separate meeting of the holders of any class of share in the Company (either in person or by proxy) in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid. Regulation 57 of Table A shall not apply.
- 20 The deposit of an instrument of proxy by a member shall not preclude such member from attending and voting at the meeting or at any adjournment thereof. Regulation 59 of Table A shall be modified accordingly.
- 21 An instrument appointing a proxy (and, where it is signed on behalf of the member by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at any such place as may be specified for that purpose in the notice convening the meeting (or, if no such place is specified, at the registered office of the Company) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. An instrument of proxy may be in the form of a facsimile or other machine-made copy and shall (unless the contrary is stated thereon) be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulation 62 of Table A shall not apply.

NUMBER OF DIRECTORS

- 22 Unless and until the Company in general meeting shall otherwise determine, the number of directors is not subject to any maximum and the minimum number is one.

ALTERNATE DIRECTORS

- 23 Any director (other than an alternate director) may appoint any other director or any other person willing to act to be an alternate director and may remove from office any alternate

director so appointed by him. The alternate need not be approved by a resolution of the directors. Regulation 65 of Table A shall not apply. Every such appointment or removal shall be effected by notice in writing and signed by the relevant director. Such notice may be in the form of a facsimile or other machine-made copy and shall take effect immediately (or on such later date, if any, specified in the notice) upon deposit of the notice at the registered office of the Company marked for the attention of the company secretary. Regulation 68 of Table A shall be modified accordingly.

- 24 The same person may be appointed as the alternate director of more than one director, in which event, such alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote in respect of every director whom he represents in addition to his own vote (if any) as a director, but he shall not be counted more than once for the purpose of determining whether or not a quorum is present.
- 25 An alternate director shall not be entitled to receive any remuneration from the Company in respect of his appointment as an alternate director, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall be modified accordingly.
- 26 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. Regulation 66 of Table A shall be modified accordingly.
- 27 The appointment of an alternate director shall also terminate automatically on the happening of any event which if he were a director would cause him to vacate his office as a director. Regulation 67 of Table A shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

- 28 Where any provision of these Articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee of the directors, such provision shall be construed as permitting the exercise of such power, authority or discretion by such committee. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 29 The directors are not subject to retirement by rotation. Regulations 73 to 75 inclusive of Table A shall not apply to the Company and all references elsewhere in Table A to retirement by rotation shall be disregarded accordingly.
- 30 Notwithstanding any other provision of these Articles, the holder or holders of more than half in nominal value of the issued ordinary shares in the capital of the Company may at any time and from time to time appoint any person to be a director (provided that any such appointment does not cause the number of directors to exceed a number fixed by or in accordance with these Articles as the maximum number of directors) or remove any director from office. Every such appointment or removal shall be effected by notice in writing and signed by or on behalf of the relevant holder or holders. Such notice may be in the form of a facsimile or other machine-made copy and shall take effect immediately (or on such later date, if any, specified in the notice) upon deposit of the notice at the registered office of the Company marked for the attention of the company secretary. Any such notice of appointment or removal may consist of several documents in similar form, each signed by or on behalf of one or more holders.

31 Any person who is appointed as a director by the directors to fill a vacancy or as an additional director is not required to retire from office at the annual general meeting next following his appointment but shall (subject to Regulation 81 of Table A) hold office until he is removed pursuant to these Articles. Regulation 79 of Table A shall be modified accordingly.

32 A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

REMUNERATION OF DIRECTORS

33 Any director who serves on any committee or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the directors may determine. Regulation 82 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

34 A director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. A director may waive (either prospectively or retrospectively) the requirement that notice of a meeting of the directors or of a committee of the directors be given to him. Regulation 88 of Table A shall be modified accordingly.

35 The quorum for the transaction of business of the directors shall be two unless there is a sole director, in which event, the sole director shall constitute a quorum. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall be modified accordingly.

36 A meeting of the directors or of a committee of the directors who are not all in one place may consist of a conference between directors (or their alternates) through the medium of conference telephone or similar form of communications equipment provided that each director (or his alternate) participating in the meeting is able to hear and speak to each other participating director (or his alternate) throughout the meeting. A director (or his alternate) so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of these Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly.

37 Without prejudice to the obligation of any director to disclose his interest in accordance with the Act or the provisions of these Articles, in respect of any matter in which a director is in any way interested, he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 of Table A shall be modified accordingly.

- 38 If and so long as there is a sole director, he shall be entitled to exercise all the powers and authorities vested in the directors by these Articles or Table A, in which event, the provisions of these Articles and Table A shall be construed accordingly. A sole director may exercise any such powers and authorities by resolution in writing signed by him.

CAPITALISATION OF PROFITS

- 39 The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under Regulation 110 of Table A to any member in respect of a holding by the member of any partly paid shares shall, so long as those shares remain partly paid, rank for dividends only to the extent that the partly paid shares rank for dividend. Regulation 110 of Table A shall be modified accordingly.

NOTICES

- 40 Any member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address. Regulations 112 and 116 of Table A shall be modified accordingly.
- 41 A notice sent to an address outside the United Kingdom shall be deemed to be given at the expiration of seven days after the envelope containing it was posted. Regulation 115 of Table A shall be modified accordingly.

INDEMNITY

- 42 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities suffered or incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court. Regulation 118 of Table A shall not apply.
- 43 Without prejudice to the provisions of Regulation 87 of Table A or the provisions of these Articles, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is an officer or employee, or former officer or employee, of the Company or of a company which is a subsidiary undertaking of the Company or in which the Company has an interest (whether direct or indirect), or who is or was a trustee of a retirement benefits scheme or another trust in which an officer or employee or former officer or employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or another liability which may lawfully be insured against by the Company.

Name and Address of Subscriber	
HSE Directors Limited 7 Devonshire Square Cutlers Gardens London EC2M 4YH	ONE

.....
for and on behalf of HSE
Directors Limited

Dated 12 January 2001

Witness of the above signature:

Name: Sarah Diane Walters

Address: Rutland House
148 Edmund Street
Birmingham
B3 2JR

Occupation: Legal Clerk