

FILE COPY



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

No. 2226343

I hereby certify that

ALNERY NO. 687 LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 1 MARCH 1988

P. A. Rowley

MRS P.A. ROWLEY

an authorised officer

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

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2226343

Name of company

* Insert full
name of Company

* ALNERY NO. 687	LIMITED
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I, EDWARD GEORGE ROUSE,of 9 Cheapside, London EC2V 6AD† 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(2)† and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835

Declared at 9 Cheapside, London E.C.2.

Declarant to sign below

the 11th day of February
One thousand nine hundred and eighty six
before me Mr C. Hammond

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

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

Allen & Overy,
9 Cheapside,
London EC2V 6AD

(E.G.R.)

For official Use

New Companies Section

Post room

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

* insert full name
of company

Name of company

* ALNERY NO. 687 LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

Fourth Floor.

9 Cheapside,

London

Postcode	EC2V 6AD.
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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

Postcode

Number of continuation sheets attached (see note 1)

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

Allen & Overy,
9 Cheapside,
London EC2V 6AD.

(E.G.R.)

For official Use
General Section

Post room

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) Edward George Rouse		Business occupation	
Previous name(s) (note 3) None		Solicitors Manager	
Address (note 4) 9 Cheapside,		Nationality	
London		British	
Postcode EC2V 6AD		Date of birth (where applicable) (note 6)	
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 8/2/88	

† enter particulars of other directorships held or previously held (see note 1) if this space is insufficient use continuation sheet

Name (note 3) Denis William Stewart		Business occupation	
Previous name(s) (note 3) None		Solicitors Manager	
Address (note 4) 9 Cheapside,		Nationality	
London		British	
Postcode EC2V 6AD		Date of birth (where applicable) (note 6)	
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 8/2/88	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

COMPANY
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in black type, or
bold block lettering

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other
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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 3 & 7)		Edward George Rouse	
Previous name(s) (note 3)			
None			
Address (notes 4 & 7)		9 Cheapside,	
		London	
		Postcode	EC2V 6AD.
I consent to act as secretary of the company named on page 1			
Signature		Date 8/2/88	

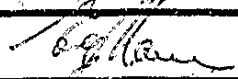
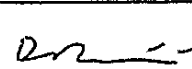
Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

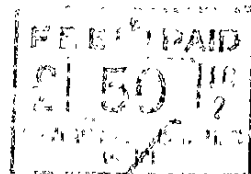
delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers		Date	
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delete if the form is
signed by an agent on
behalf of the
subscribers.

If the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed		Date	8/2/88
Signed		Date	8/2/88
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	



LCID
2226343

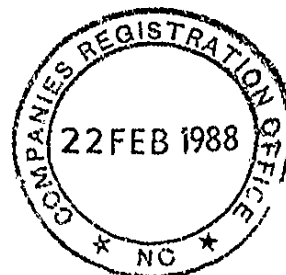
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

ALNERY NO. 687 LIMITED



1. The name of the Company is "Alnery No. 687 Limited".
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (1) 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.
 - (2) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
 - (3) To undertake any manufacturing, processing, assembly or similar business.
 - (4) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.



- (5) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every other kind of transaction in relation to shares, debentures, securities and investments of every kind (including, but without limitation, those issued by the government of any country or territory, any public authority or any international organisation) and to carry out, manage, underwrite or arrange any issue, offering or distribution of any securities or investments of any kind.
- (6) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.
- (7) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (8) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
- (9) To provide management, administrative, advisory, professional and technical services of any kind and in any manner.
- (10) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (11) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.

- (12) To enter into all forms of distributorship, franchise, licensing and agency transactions.
- (13) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.
- (14) To borrow or raise money by any method and to obtain any form of credit or finance.
- (15) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by the Company.
- (16) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to

the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person.

- (17) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (18) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
- (19) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.
- (20) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; 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 arrangements of any kind which the directors may approve.

- (21) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.
- (22) To support and subscribe to any charitable or public object whatsoever and 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.
- (23) To distribute among the members of the Company in kind any assets of the Company.
- (24) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
- (25) To exercise any power of the Company for any consideration of any kind or for no consideration whatsoever.
- (26) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (27) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared -

- (a) that this clause shall be interpreted in the widest and most general manner and without regard

to the ejusdem generis rule or any other restrictive principle of interpretation,

- (b) that each of the subclauses of this clause 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) that each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause,
 - (d) that in this clause -
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent,
 - (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,
 - (iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation;
 - (v) "transaction" includes any scheme, arrangement and project.
4. The liability of the Members is limited.
 5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

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 out opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
---	---

D.W. Stewart,
9 Cheapside,
London EC2V 6AD

ONE

Solicitor's Manager

E.G. Rouse,
9 Cheapside,
London EC2V 6AD

ONE

Solicitor's Manager

DATED this 8th day of February, 1988

WITNESS to the above Signatures:-

B.R. Bloom,
9 Cheapside,
London EC2V 6AD

Solicitor's Manager

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

ALNERY NO.687LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the above-named Company (in these Articles called "the Company").
2. (a) Regulations 24, 53, 54, 67, 68, 73-77 (inclusive), 80, 87, 93 and 96 of Table A shall not apply to the Company, but the remaining regulations of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company.

(b) These Articles of Association and those regulations in Table A incorporated herein shall take effect subject to the requirements of the Companies Act 1985 (as modified or re-enacted from time to time) and of every other Act for the time being in force concerning joint stock companies and affecting the Company.

SHARE CAPITAL

3. (A) The initial Share Capital of the company is £100 divided into 100 Shares of £1 each.
- (B) Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares in the authorised share capital of the Company at the date of its incorporation shall, for a period of five years from such date, be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper.
- (C) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, all or any of such unissued shares at any time or times during such period of five years.
- (D) At the expiry of such period of five years, the authorities contained in paragraphs (B) and (C) shall expire but such authorities shall allow the Company to make an offer or agreement before the expiry of such authorities which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authorities.
- (E) The powers vested in the Directors to allot equity securities (as defined for the purposes of Section 89 of the Companies Act 1985) shall be exercisable as if Section 89(1) of such Act does not apply to the allotment thereof.

TRANSFER OF SHARES

4. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

GENERAL MEETINGS

5. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting or at a meeting of any class of members of the Company at which such resolution was to be proposed, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, (or, in the case of a member which is a body corporate by a Director thereof or by a duly appointed representative).

VOTES OF MEMBERS

6. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or by proxy shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

7. The last sentence of Regulation 66 shall not apply.
8. Regulation 78 shall be modified by the deletion of the words "and may also determine the rotation in which any additional directors are to retire".
9. 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 counted in the quorum when any such contract or arrangement is under consideration; and Regulation 94 of Table A shall be deemed to be modified accordingly.
10. The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund scheme or arrangement or life assurance scheme or arrangement for the benefit of, and

pay provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any past or present director, officer or employee of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such past or present director, officer or employee.

11. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed or approved by one or more of the Directors. For the purposes of this Article the signature or approval of an alternate Director shall suffice in lieu of the signature or approval of the Director appointing him.
12. The last two sentences of Regulation 79 shall not apply.
13. The last sentence of Regulation 84 shall not apply.
14. Regulation 88 shall be modified by the deletion of the words "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom".

ALTERNATE DIRECTORS

15. Any such person appointed as an alternate Director shall vacate his office as an alternate Director:-
 - (a) if and when the Director by whom he has been appointed vacates office as a Director;
 - (b) if the Director by whom he has been appointed removes him by written notice to the Company; or
 - (c) in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such.

16. The last sentence of Regulation 112 shall not apply.
17. Regulation 116 shall be modified by the deletion of the words "within the United Kingdom".

NOTICES

18. Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

D.W. STEWART
9, Cheapside,
London EC2V 6AD. *D.W. Stewart*

Solicitors' Manager

E.G. Rouse
E.G. ROUSE,
9, Cheapside,
London EC2V 6AD.

Solicitors' Manager

DATED this *8th* day of *February* 1985.

WITNESS to the above Signatures:-

B.R. Bloom
B.R. BLOOM,
9, Cheapside,
London EC2V 6AD.

Solicitors' Manager