

FILE COPY



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

Company No. 2945936

The Registrar of Companies for England and Wales hereby certifies that
HEXAGON 173 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 July 1994

P. Bevan
P. BEVAN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



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

* insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use

For official use

Name of company

*HEXAGON 173 LIMITED

I, MS CHRISTINE J WILLIAMS
of FOX WILLIAMS CITY GATE HOUSE
39 - 45 FINSBURY SQUARE
LONDON EC2A 1UU

* 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]~~
~~XXXXXX~~ 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 SLEEVES & SIMMONS

Declarant to sign below

14 DOMINION ST.
LONDON EC2M 2RT
the 28th day of June

d/Williams

One thousand nine hundred and NINETY-FOUR

before me SEAN ROBERTS

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):

For official Use
New Companies Section

Post room



*AEF9C2J *

ALL RECEIPT DATE: 30/06/94

Companies House Approval No.
CHA113



10

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

This form should be completed in black.

Company name (in full)

<input type="checkbox"/> CN	For official use <input type="checkbox"/>
HEXAGON 173 LIMITED	

Registered office of the company on
incorporation.

<input type="checkbox"/> RO	SUITE 3.5, CITY GATE HOUSE,
CITY GATE HOUSE, 39 - 45 FINSBURY SQUARE,	
Post Town	LONDON
County/Region	
Postcode	EC2A 1UU

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

<input type="checkbox"/>	Name	
<input type="checkbox"/> RA		
	Post Town	
	County/Region	
	Postcode	

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

MS C J WILLIAMS	
FOX WILLIAMS, CITY GATE HOUSE	
39 - 45 FINSBURY SQUARE LONDON	Postcode EC2A 1UU
Telephone 071 628 2000	Extension N/A

Company Secretary (See notes 1 - 5)

Name ☐ *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
in the case of a corporation, give the
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ☐ *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
in the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

<input type="checkbox"/> CS	HEXAGON REGISTRARS LIMITED	
<input type="checkbox"/> AD		SUITE 3.5 CITY GATE HOUSE
39 - 45 FINSBURY SQUARE,		
Post Town	LONDON	
County/Region		
Postcode	EC2A 1UU	Country UNITED KINGDOM
I consent to act as secretary of the company named on page 1		
Signed	FOR AND ON BEHALF OF HEXAGON REGISTRARS LIMITED	Date 29/6/94

<input type="checkbox"/> CD	HEXAGON DIRECTORS LIMITED	
<input type="checkbox"/> AD		SUITE 3.5 CITY GATE HOUSE
39 - 45 FINSBURY SQUARE		
Post Town	LONDON	
County/Region		
Postcode	EC2A 1UU	Country UNITED KINGDOM
DO		Nationality NA
OC		
OD		
I consent to act as director of the company named on page 1		
FOR AND ON BEHALF OF		
Signed	HEXAGON REGISTRARS LIMITED	Date 29/6/94

Directors (continued)

(See notes 1 - 5)

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
in the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

Voluntary details*Consent signature**

CD	
AD	
Post Town	
County/Region	
Postcode	
Country	
DO	NA
CC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

Delete if the form
is signed by the
subscribers.

	
Signature of agent on behalf of all subscribers	Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed	FOR AND ON BEHALF OF HEXAGON DIRECTORS LIMITED	Date	29/6/94
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

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

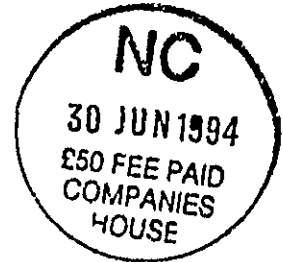
The Companies Act 1985 and 1989

A PRIVATE COMPANY LIMITED
BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HEXAGON 173 LIMITED



AEF9E2J/

A11 RECEIPT DATE: 30/06/94

1. The Company's name is "HEXAGON 173 LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To act as the holding and co-ordinating company of the group of companies for which the Company is for the time being the holding Company; to subscribe for, take, purchase or otherwise acquire and hold shares, debentures, or other securities or rights issued or guaranteed by any company constituted or carrying on business or proposing to carry on business in any part of the world, and funds, loans, or other securities or rights of or issued or guaranteed by any government, state or dominion, public body or authority (whether supreme, municipal, local or otherwise) in any part of the world
 - (B) To export, import, buy, sell, manufacture, make, refine, convert, prepare for market and deal, either wholesale or retail, in goods, products, substances, materials, plant, machinery, instruments, apparatus and things of all kinds and descriptions, and to plan, provide and procure all services and facilities capable of being used in any business of the Company or required by any customers of or persons having dealings with the Company or which may seem capable of being usefully or profitably dealt with in connection with any such business
 - (C) To carry on business as a confirming house, and to have all the powers and perform all or any of the functions and duties of such a body including but not limited to acting as agents for any other companies or persons who work or reside in any part of the world, paying for any goods, products, substances, material, plant, machinery, instruments, apparatus and things of every description on behalf of such overseas companies or persons, and arranging the carrying and sending of such things to any part of the world by all means of transport by land, sea, inland waterway and air
 - (D) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any business which the

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Company is authorised to carry on or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property, rights or interests

- (E) To carry on business as bankers, capitalists, financiers, industrialists and merchants
- (F) To carry on business as carriers by land, sea or air and as wharfingers, lightermen, warehousemen, builders, charterers and owners of land, sea and air transport of all kinds, and as transport agents and forwarders of goods
- (G) To purchase, lease or otherwise acquire, construct, equip, maintain, improve, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private
- (H) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works
- (I) To acquire, hold, improve, manage, cultivate, develop, grant rights and privileges in respect of, dispose of and deal with any real or personal property, rights or interests
- (J) To acquire and undertake the whole or any part of the business, goodwill and assets of any person or company and to undertake all or any of the liabilities of such person or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or (to the extent lawful) for limiting competition, or for mutual assistance, with any such person or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received
- (K) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, concessions, protections or similar rights which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon
- (L) To invest and deal with the moneys of the Company in such manner as may from time to time be determined
- (M) To lend and advance money or give credit (whether with or without security)

- (N) To receive money on deposit or loan, and to borrow or raise money in any manner whatsoever and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a mortgage, charge or lien to secure the performance by the Company of any obligation or liability it may undertake
- (O) To guarantee the performance and to give indemnities in respect of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any shares, debentures or other securities or rights or of any borrowings or indebtedness of any person or company, including (without limitation) any company which is for the time being the Company's holding company as defined by section 736 of the Companies Act 1985, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business, and to secure such guarantees and indemnities in any manner whatsoever including (but without limitation) by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company
- (P) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company and with or without any consideration or any trust in favour of the Company
- (Q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (R) To apply for, promote and obtain any legislation, charters, privileges, concessions, licences or authorisations of any government or authority (whether supreme, municipal, local or otherwise) and any provisional order or licence and to oppose any legislation, action, steps, proceedings or applications
- (S) To enter into any arrangements with any governments or authorities (whether supreme, municipal, local or otherwise) or any companies or persons, and to obtain from any such government, authority, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions
- (T) To remunerate any person or company whether by cash payment or (subject to the provisions of section 99 of the Companies Act 1985) by the allotment to him or them of or the grant of options over shares, debentures or other securities or rights of the Company credited as paid up in full or in part or otherwise
- (U) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of or the raising

of money for the Company or the issue of its share or loan capital, or the application to any Stock Exchange for listing for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities or rights of the Company

- (V) To establish, maintain, participate in or contribute to or procure the establishment and maintenance of, participation in or contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds and to make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any employees' share scheme (whether or not an employee's share scheme as defined by section 743 of the Companies Act 1985) or any other scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of all or any of such individuals as aforesaid, and (subject to the provisions of Section 151 of the Companies Act 1985 as amended and in force for the time being) to lend money to employees or former employees of the Company, any holding company of the Company or any subsidiary of the Company or any such holding company or any other company of which the Company holds shares or the wives, husbands, widows, widowers, children or step-children under the age of eighteen of any such employees or former employees to enable them to purchase shares in the Company or its holding company, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, or for any other purpose whatsoever
- (W) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place
- (X) To promote any other company or undertaking for the purpose of acquiring all or any of the property or assuming all or any of the liabilities of the Company, or of undertaking any business, activity or operations and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities or rights of any such company or undertaking
- (Y) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the undertaking, property or assets of the Company or any interest therein including but not limited to shares, whether fully or partly paid-up, debentures or other securities or rights of any other company,

undertaking, government or authority (whether supreme, municipal, local or otherwise)

- (Z) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise) including but not limited to any shares, debentures or other securities or rights of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Company or of which the Company may have the power of disposing
- (AA) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, either itself or through the medium of any subsidiary or associated companies or otherwise, and whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, trustees, sub-contractors or otherwise, and either alone or in conjunction with others

and it is hereby declared that:-

- (A) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere; and
- (B) the objects specified in each of the paragraphs of this clause are independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph, the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

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

I, the subscriber to this Memorandum of Association, wish to 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	Number of Shares taken by Subscriber
--------------------------------	---

FOR AND ON BEHALF OF

HEXAGON DIRECTORS LIMITED

Hexagon Directors Limited

One

Suite 3.5

City Gate House

39-45 Finsbury Square

London EC2A 1UU

Total shares taken

One

Dated this 29 day of JUNE, 1994

Witness to the above signature:-

Mahesh Desai

CITY GATE HOUSE,

39-45 FINSBURY SQUARE,

LONDON EC2A 1UU

COMPANY SECRETARY.

No.

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HEXAGON 173 LIMITED

Incorporated , 1994

Fox Williams
City Gate House
39-45 Finsbury Square
London EC2A 1UU

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HEXAGON 173 LIMITED

Preliminary

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A-F) Amendment Regulations 1985 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles, and such Regulations (save as so excluded or varied or inconsistent with these Articles) and these Articles shall be the regulations of the Company.

(b) Regulations 24, 30, 33, 41, 44, 64, 73 to 80 (inclusive), 84, 87, 89, 94 to 98 (inclusive), 113 and 118 of Table A shall not apply to the Company.

- v m
2. Unless the context otherwise requires, references in these Articles to statutory provisions shall be construed as referring to those provisions as amended or re-enacted and from time to time in force.

Share Capital

3. (a) The authorised share capital of the Company is £100 divided into 100 shares of £1 each.

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HEXAGON 173 LIMITED

Preliminary

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A-F) Amendment Regulations 1985 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles, and such Regulations (save as so excluded or varied or inconsistent with these Articles) and these Articles shall be the regulations of the Company.

(b) Regulations 24, 30, 33, 41, 44, 64, 73 to 80 (inclusive), 84, 87, 89, 94 to 98 (inclusive), 113 and 118 of Table A shall not apply to the Company.
2. Unless the context otherwise requires, references in these Articles to statutory provisions shall be construed as referring to those provisions as amended or re-enacted and from time to time in force.

Share Capital

3. (a) The authorised share capital of the Company is £100 divided into 100 shares of £1 each.

- (b) For the purposes of Section 80 of the Act, the directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that amount which would result in the issue of all the shares in the Company for the time being unissued. The authority hereby conferred shall expire five years after the date of the incorporation of the Company unless renewed, varied or revoked by ordinary resolution or renewed or varied subject to Section 80A of the Act by elective resolution pursuant to Section 379A of the Act.
- (c) For the purposes of Section 80(7) of the Act the Company may prior to the expiry of the authority conferred by paragraph (b) of this Article or any variation or renewal of such authority make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the authority so conferred shall be construed accordingly and the directors may allot relevant securities notwithstanding that the authority so conferred has expired.
- (d) Save as otherwise provided in these Articles all unissued shares which the directors are authorised (by these Articles or otherwise) to allot shall be under the control of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions and in such manner as they may determine and in accordance with Section 91 of the Act the provisions of Sections 89(1) and 90(1) to 90(6) of the Act shall be excluded.
- (e) Subject to any direction to the contrary that may be given by the Company by special resolution, all unissued shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the number of existing shares held by them. The offer shall be made by notice specifying the number of shares offered, and limiting a time

being not less than fourteen days within which the offer, if not accepted, will be deemed to have been declined, and after the expiration of that time, or on the receipt of information from the person to whom the offer is made that he declines to accept the shares offered, whichever is the earlier, the directors may dispose of those shares in such manner as they think fit but on no more favourable terms than those offered to existing holders of shares. The directors may likewise dispose of any new shares in such manner as they think fit which are incapable of being offered rateably as aforesaid except by way of fractions.

- (f) In this Article "relevant securities" shall have the meaning ascribed thereto in Section 80(2) of the Act and references to the allotment of relevant securities shall be construed in the same manner as in that Section.

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4. (a) In regulation 9 of the Table A the words "in such manner as the directors determine" shall be omitted.
- (b) Regulation 10 of Table A shall be omitted and the following substituted therefor:-

"To give effect to such sale the directors shall authorise some person to transfer the shares sold and all the provisions of Articles 6 to 8 hereof shall apply to such transfer as if the person so authorised were the registered holder of such shares save that the person so authorised shall not be obliged to deliver up the certificates for the shares sold and shall not be entitled to any part of the purchase moneys. The title of the transferee of the shares sold pursuant to Regulation 9 of Table A shall not be affected by an irregularity in or invalidity of the proceedings in reference to the sale".

Forfeiture of Shares

5. In regulation 20 of Table A, after the words "Subject to the provisions of the Act" the following words shall be added: "and subject to Articles 6 to 8 of the articles".

Transfer of Shares

6. Any share may be transferred to the father, mother, stepfather or stepmother of a member or to any lineal descendant of such father, mother, stepfather or stepmother or to the wife, husband, widow or widower of such lineal descendant (such permitted transferees being in this Article collectively called "family"); or to a trustee or trustees upon any settlement for the benefit exclusively of a member or one or more of the family of a member; or to another member; and so that notwithstanding Article 7 hereof no such transfer as is permitted by the preceding provisions of this Article shall be refused registration by the directors. Save as aforesaid and save as provided by sub-article (e) hereof and Article 8, no share shall be transferred to any person so long as any member is willing to purchase the same pursuant to the following provisions and any transfer not made pursuant to such provisions shall be void and of no effect and the directors shall decline to sanction the registration thereof:-

- (a) A member desiring to transfer (in this Article called "the Proposing Transferor") any share or shares of the Company otherwise than to a person or persons mentioned in the first sentence of this Article 6, or any combination of such persons, shall give notice in writing (in this Article called "a Transfer Notice") to the Company that he desires to transfer the same stating the number of shares which he desires to transfer and the price per share at which he proposed to transfer the same (in this Article called "the Transfer Price"). Such notice shall constitute the Company his agent for the sale of the share or shares at the Transfer Price and on the terms hereinafter in this Article mentioned. The share or shares or any of them comprised in a Transfer Notice are hereinafter called "Shares".

- (b) The Shares shall in the first place and not more than twenty-eight days after service on the Company of the Transfer Notice in question be offered for sale at the Transfer Price to such persons (other than the Proposing Transferor) as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion to the number of shares held by them respectively or as nearly thereto as circumstances admit (in this Article called the "Quota Offer"). The Quota Offer shall inform each such holder that he may purchase the number of shares specified in his Quota Offer and such additional number of Shares above his Quota Offer (not exceeding the number of Shares less the number of shares specified in his Quota Offer) as he may desire (in this Article called "Excess Shares"). The Quota Offer shall in each case specify the time (being not less than fifty-six nor more than eighty-four days after service on the Company of the Transfer Notice in question) within which the same is open for acceptance and if not so accepted shall be deemed to be declined. A holder may accept the Quota Offer for some part or all thereof. Any Shares not accepted as aforesaid under the Quota Offers shall be allocated by the directors amongst the holders applying for Excess Shares as nearly as may be in proportion to the number of shares held by them respectively (provided always that no holder shall have allocated to him a number of Shares greater than he has offered to purchase as aforesaid) and any Excess Shares not allocated as aforesaid shall (subject as aforesaid) be allocated amongst the holders applying for Excess Shares in proportion to the number of Excess Shares applied for. Such allocations shall be notified to holders applying for Excess Shares not later than seven days after the day for acceptance of the Quota Offer and such notification shall constitute pro tanto acceptance of the offer for Excess Shares.
- (c) If the Company shall have found a purchaser or purchasers for the shares it shall not later than twenty-one days after the last day for acceptance of the Quota Offer give notice (in this Article called "a Purchase Notice") to the Proposing Transferor stating that it has found a purchaser or purchasers for the Shares (in this Article called "the Purchaser"). If the Company shall give a Purchase Notice the Proposing Transferor shall be bound on payment of the

Transfer Price to transfer the Shares to the Purchaser and to deliver up his certificate for the Shares, and if such certificate shall comprise any Shares which he has not become bound to transfer as aforesaid, the Company shall issue to him a balance certificate for such Shares.

- (d) If in any case the Proposing Transferor, after having become bound as aforesaid, makes default in transferring the Shares the Company may receive the purchase money and may authorise some person to transfer the Shares to the Purchaser, and shall thereupon cause the name of the Purchaser to be entered on the register as the holder of the Shares and shall hold the purchase money in trust for the proposing Transferor. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser.
 - (e) If the Company shall not have made a Quota Offer or Offers within 28 days of service upon it of a Transfer Notice or if the Company shall not within twenty-one days after the last day for acceptance of the Quota Offer give a Purchase Notice to the Proposing Transferor in manner aforesaid in respect of all the Shares, the Proposing Transferor shall at any time within three months after the expiration of the said twenty-eight or twenty-one days, (as the case may be) subject to any lien which the Company may have, be at liberty to sell and transfer the Shares in respect of which he has not been given a Purchase Notice as aforesaid to any person or persons and at any price, not being less than the Transfer Price.
 - (f) References in Article 6 to Quota Offer or Offers shall be construed as if the same were a notice required by these Regulations to be given by the Company to the members.
7. Subject to the provisions of Article 6 and Article 8 no transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the directors who may without assigning any reason decline to give any such sanction.

8. The restrictions on transfer contained in Article 6 and Article 7 shall not apply to any instrument of transfer deposited at the registered office of the Company together with the consent in writing of all members to such transfer being registered.

Transmission of shares

9. (a) Any person recognised by the Company as being entitled to a share on the death of a member and the trustee in bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the directors either:-
- (i) elect to be registered himself as a holder of the shares by serving notice in writing on the Company that he so elects; or
 - (ii) elect to have some other person registered as the holder of the share by executing such a transfer thereof as is permitted by the first sentence of Article 6 or has the consent of all the members under Article 8 or by giving a Transfer Notice (as that expression is defined in Article 6(a)) in respect thereof and such transfer or Transfer Notice shall have effect as if made or given by the member immediately before his death or bankruptcy (as the case may be) save that for the purpose of computing periods of time for the purposes of Article 6 the Transfer Notice shall have effect from the day of service on the Company.
- (b) The directors may by notice in writing call upon the legal personal representative or representatives of a deceased, or the trustee in bankruptcy of a bankrupt, member to make an election as set out in paragraph (a) of this Article and if he or they shall fail to do so within fourteen days after service of such notice he or they shall be deemed to have given a Transfer Notice (as that expression is defined in Article 6) in respect of all shares in the Company held by such member having effect as if made by the member immediately before his death or bankruptcy (as the case may be), save that for the purposes

of computing periods of time for the purposes of Article 6 the Transfer Notice deemed to have been given shall have effect from the day it is deemed to have been given.

- (c) The following proviso shall be added at the end of regulation 31 of Table A:-

"Provided always that the directors may at any time give notice to such person requiring him to make such an election as is mentioned in Article 9(a) of the articles and if such notice is not complied with within fourteen days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

Purchase of own shares

- 10 In regulation 35 of Table A the words "if it is a private company" shall be omitted and regulation 35 modified accordingly.

General Meetings

11. In regulation 37 of Table A the words "not later than eight weeks after receipt of the requisition" shall be omitted and shall be replaced by the words "not more than twenty eight days after the date of the notice convening the meeting."

12. There shall be added at the end of regulation 38(b) the following words:-

"or such other majority as may from time to time be agreed by elective resolution subject always to the provisions of Section 369 of the Act".

Proceedings at General Meetings

13. (a) The following words shall be added at the end of the first sentence of regulation 40 of Table A:-

"at the time the meeting proceeds to business"

and regulation 40 of Table A shall be construed accordingly.

14. If a quorum is not present within half an hour for the time appointed for a meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the directors may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor such adjourned meeting shall be dissolved.

15. (a) The following words shall be added at the beginning of regulation 53 of Table A:

"Without prejudice to the provisions of Section 381A of the Act and notwithstanding the same".

Votes of Members

16. The following sentence shall be added to the end of regulation 59 of Table A:-

"A proxy need not be a member of the Company."

Directors

17. (a) Unless and until otherwise determined by the Company by ordinary resolution, the directors shall be not less than one in number. The name of the first director shall be determined in writing by the subscribers to the memorandum of association. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. Any director, including a sole director, may be an individual or a body corporate.

- (b) 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 additional director.
- (c) Without prejudice to the powers of the directors under paragraph (b) of this Article the Company may by ordinary resolution at any time and from time to time appoint any person to be a director either to fill a casual vacancy or as an additional director.
18. A member or members holding a majority in nominal amount of the issued shares for the time being in the Company conferring the right to receive notices from the Company of general meetings shall have power from time to time and at any time to appoint any person as a director either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, may consist of several documents in the like form each signed by or on behalf of a member as aforesaid and shall take effect upon communication to the registered office of the Company by physical delivery or by any public or private means of telecommunication which produces an independent written, facsimile or other documentary record of what is communicated.
19. A director or any other person as is mentioned in regulation 65 of Table A may act as an alternate director to represent more than one director and an alternate director shall be entitled at any meeting of the directors or any committee of directors to one vote for every director whom he represents who is not present in addition to his own vote (if any) as director, but he shall count as only one for the purposes of determining whether a quorum is present.
20. In regulation 67 of Table A all words after "his appointor ceases to be a director" shall be omitted.
21. (a) A director and alternate director shall not require a share qualification.

- (b) A director and an alternate director in the absence of his appointor shall be entitled to attend and speak at any general meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company, notwithstanding that he is not a member.
22. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to his spouse or former spouse and to any of his dependants and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

Powers and Duties of Directors

23. A director may vote at any meeting of directors or any committee of directors on any resolutions notwithstanding that it in anyway concerns or relates to a matter in which he has an interest, directly or indirectly, of any kind whatsoever and shall be counted in the quorum present at the meeting notwithstanding such interest.
24. In regulation 72 of Table A the second sentence shall be omitted.
25. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and, subject (in the case of any security convertible into shares) to Section 80 of the Act, to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or any third party.

Directors Holding Executive Office

26. The directors may appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles as they think fit. A director holding any such office (whether appointed as

aforesaid or otherwise) shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other directors of the Company and if he shall vacate the office of director or (subject as aforesaid) if the directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall ipso facto determine but without prejudice to any claim for damages for breach of contract of service between the director and the Company.

27. A director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the directors may determine.
28. The directors may entrust to and confer upon any director appointed to any such office any of the powers exercisable by them as directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Disqualification of Directors

29. No director shall at any time be required to retire or vacate his office of director or be ineligible for re-appointment as director by reason of his having attained the age of seventy years or any other age and sub-clause (a) of regulation 81 of Table A shall be deemed not to require a director to retire by virtue of Section 293 of the Act.

Proceedings of Directors

30. If and so long as there is a sole director the quorum necessary for the transaction of the business of the directors shall be one. If and so long as there is more than one director the quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two. A person who holds

office only as an alternate director shall (if appointor is not present) be counted in the quorum.

Indemnity

31. To the extent not avoided by the provisions of the Act, and without prejudice to any indemnity which an officer might otherwise be entitled, every director or other officer and auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, and the Company may:

- (a) purchase or maintain for any such officer an auditor insurance against any such liability, (whether or not avoided by the provisions of the Act); and
- (b) without prejudice to the foregoing indemnity such officer or auditors against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court.

Minutes

32. The following words shall be added at the end of regulation 100 of Table A: "and (C) or all written resolutions passed pursuant to Section 381A of the Act".

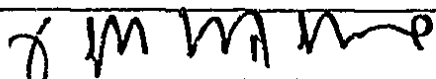
Notices

33 The following regulations of Table A shall apply as amended by this Article:-

- (a) the third sentence of regulation 88 shall be deemed deleted;
- (b) the last sentence of regulation 112 shall be deemed deleted; and

- (c) in regulation 116 there shall be deemed deleted the words "within the United Kingdom".

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER


FOR AND ON BEHALF OF
HEXAGON DIRECTORS LIMITED
Hexagon Directors Limited

Suite 3.5

City Gate House

39-45 Finsbury Square

London EC2A 1UU

Solicitor

Dated this 29 day of JUNE , 1994

Witness to the above signature:

Mahesh Dewa.
CITY GATE HOUSE,
39 - 45 FINSBURY SQUARE,
LONDON EC2A 1UU.

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2945936

The Registrar of Companies for England and Wales hereby certifies that
HEXAGON 173 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THE MITMAN GROUP LIMITED

Given at Companies House, Cardiff, the 5th January 1995


V. L. PARRY



C02945936E



C O M P A N I E S H O U S E

For the Registrar of Companies

HC0068

No. 2945936

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION


of

HEXAGON 173 LIMITED
(Passed 13 October 1994).

The following was passed as a Special Resolution by written resolution of the sole shareholder of the Company dated 13 October 1994.

SPECIAL RESOLUTION

THAT the name of the Company be changed to The Mitman Group Limited.


FOR AND ON BEHALF OF
HEXAGON DIRECTORS LIMITED
.....

Hexagon Directors Limited
Sole Shareholder

