

FILE COPY



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

Company No. 3941647

The Registrar of Companies for England and Wales hereby certifies that
LANPRO 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 7th March 2000



N03941647L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

--

Company Name in full

LANPRO Limited

I, SIRTON DAVID Hemmings for and on behalf of
of Creditreform
WINDSOR House, Temple Row, Birmingham, B2 5JX

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

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

Declarant's signature

Declared at

WINDSOR House, Temple Row, Birmingham, B2 5JX

Day Month Year

On 29 02 2000

● Please print name.

before me [●]

FRANK GROWDER

Signed

Date

29/2/00

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

Creditreform (England) Limited

Windsor House

Temple Row

Birmingham ^{10th} B2 5JX

DX number

DX exchange

Companies House receipt date barcode

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

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

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh
for companies registered in Scotland



10

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page



Company Name in full

LANPRO Limited

F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

WINDSOR HOUSE

TEMPLE ROW

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B2 5JX

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

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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

Creditreform (England) Ltd

Windsor House, Temple Row, Birmingham

B2 5JX

Tel 0121 248 1066

DX number

DX exchange

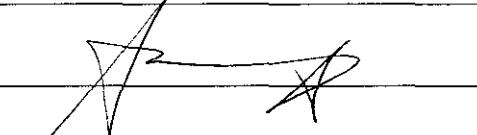
When you have completed and signed the form please send it to the
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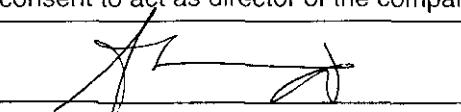
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

Company name	LANPRO LIMITED	
NAME	*Style / Title	*Honours etc
* Voluntary details	Forename(s) CREDITREFORM SECRETARIES LIMITED	
	Surname	
	Previous forename(s)	
	Previous surname(s)	
Address	WINDSOR HOUSE	
Usual residential address For a corporation, give the registered or principal office address.	TEMPLE ROW	
	Post town BIRMINGHAM	
County / Region	WEST MIDLANDS	Postcode B2 5JX
Country		
I consent to act as secretary of the company named on page 1		
Consent signature		
Date	29/2/00	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc		
	Forename(s) CREDITREFORM LIMITED			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address	WINDSOR HOUSE			
Usual residential address For a corporation, give the registered or principal office address.	TEMPLE ROW			
	Post town BIRMINGHAM			
County / Region	WEST MIDLANDS	Postcode B2 5JX		
Country				
Day	Month	Year		
Date of birth			Nationality	
Business occupation				
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature			Date	29/2/00

Directors (continued) (see notes 1-5)

NAME	*Style / Title	*Honours etc		
* Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
Usual residential address				
For a corporation, give the registered or principal office address.				
Post town				
County / Region				Postcode
Country				
Date of birth	Day	Month	Year	Nationality
Business occupation				
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature				Date

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

29/2/00

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm, show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman; the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

3961647

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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
LANPRO LIMITED



0023999
0023999

1. The Company's name is Lanpro Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are
 - (1) To carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - (2)
 - (a) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act 1985 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;
 - (b)

To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such person as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;

- (c) To purchase and maintain insurance cover for directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust;
- (d) To make donations gifts or contributions of any kind to any organisation club society whatsoever; and
- (e) To pay or settle any claims made against the Company whether legally enforceable or not;

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit thereof and either in connection with any other business, activity or transaction or by itself.

(3)

- (a) Each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- (b) The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.
5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

I, the subscriber of 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 THE SUBSCRIBER
Stephen David Hemmings 168 Corporation Street Birmingham B4 6TU	One 

Dated February 29, 2000

Witness to the above signature:

Tracey Austin
168 Corporation Street
Birmingham
B4 6TU



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
LANPRO LIMITED

PRELIMINARY

1.

- (1) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company.
- (2) Regulations 3, 24, 41, 46, 48, 64, 67, 73, 74, 75, 80, 94, 95, 96, 97 of Table A shall not apply to the Company.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

PRIVATE COMPANY

3. The Company is a private Company and accordingly the company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any such shares or debentures being offered for sale to the public, and sections 58 (3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

4.

- (1) All unissued shares of the Company, whether forming part of the original or any increased capital 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, including any directors of the Company, at such times and on such terms and generally in such manner as they think fit.

- (2) The directors are hereby generally and unconditionally authorized to exorcise the powers of the Company to allot relevant securities as defined in section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after expiration of such authority.
- (3) Unless and until the authority conferred by (2) above is revoked, renewed or varied:
- (a) the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of the incorporation of the Company;
 - (b) such authority shall expire on the fifth anniversary of the date of incorporation of the Company.

REDEMPTION OF SHARES

5. Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

LIEN

6. The lien conferred by Regulation 8 of Table A shall also attach to:
- (a) Fully paid shares;
 - (b) all shares whether fully paid or not standing registered in the name of any person indebted or under liability to the company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

7. The transfer shall be deemed to remain a holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof.
8. The directors may, in their absolute discretion and without assigning any reason thereof, decline to register the transfer of any share, whether or not it is fully paid.
- 9.

- (1) A member (referred to in this Article as "the transferor") desiring to transfer shares otherwise than to another member shall give notice in writing of such intention to the directors of the Company giving particulars of the shares in question (referred to in this Article as "the transfer notice").
- (2) The transfer notice shall constitute the Directors as agents of the transferor for the sale of the shares included in the transfer notice at the prescribed price (as hereinafter defined) and on the terms hereinafter set out.
- (3) The prescribed price shall be such price per share as shall be agreed between the transferor and the directors or in default of agreement as shall be fixed by the Auditors for the time being of the Company as fair value thereof; and the cost of the said valuation by the Auditors shall be borne by the Company.
- (4) The directors shall offer the shares included in the transfer notice to the members of the Company (other than the transferor) at the prescribed price, and such offer be expressed to be open for the acceptance for a period of not more than twenty-eight days.
- (5) In the event of competition for shares so offered shall be sold to the members accepting the offer in such proportions (or as nearly as may and without increasing the number sold to a member beyond the number applied for by him) as their existing holdings bear to the issued share capital of the Company.
- (6) The transferor shall be bound upon receipt of the prescribed price to transfer to each member who has accepted the said offer such number of shares included in the transfer notice as such member has so accepted.
- (7) Where a transferor fails or refuses so to transfer any shares within twenty-eight days after having become so bound so to do the directors may authorise some person to execute on behalf of and as attorney for the transferor any necessary transfers and may receive the purchase money therefor in trust for the transferor; and in any such case the receipt of the Company shall be a good discharge to the purchaser who shall not be bound to the good application thereof.
- (8) If, at the expiry of the time prescribed for the acceptance of offers under (4) above, any shares included in the transfer notice have not been accepted for purchase by the members of any of them on the terms set out in (4) to (7) above inclusive the transferor shall be at liberty to dispose of so many of such shares as have not been so accepted for purchase in any manner he may think fit within three months from the expiry of the said time prescribed under (4) above.

PROCEEDINGS AT GENERAL MEETINGS

10

- (1) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day the next week at the same time and place or such time and place and the directors may determine.
- (2) If at the adjourned meeting a quorum is not present within an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in quorum present at the meeting shall be a quorum.

11.

- (1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- (2) A poll may be demanded:
 - (a) by the chairman; or
 - (b) by a member (present in person or by proxy) having the right to attend and vote at the meeting; or
 - (c) by a duly authorised representative of a corporation.
- (3) The demand for a poll may, before the poll is taken, be withdrawn.
- (4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.
- (5) A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.

VOTES OF MEMBERS

12. There shall be inserted the words "Unless the directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company.

13.

- (1) The instrument appointing a proxy and any such authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:
- (2) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or
- (3) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, be deposited with the chairman 30 minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not so deposited or delivered in a manner so permitted shall be invalid.
- (4) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

NUMBER OF DIRECTORS

14.

- (1) The number of directors shall be not more than seven but need not exceed one.
- (2) If and so long as there is a sole director he may exercise all powers and authorities vested in the directors by these Articles and by Table A.

ALTERNATE DIRECTORS

15. An alternate director shall cease to be an alternate director if his appointer ceases to be a director.

POWERS OF DIRECTORS

16. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright of the Company or of any third party.

PROCEEDINGS OF THE DIRECTORS

17. The words "and unless so fixed at any other number shall be two" shall be omitted from regulation 89 of Table A in its application to the Company.
18. For the purposes of Regulation 93 of Table A, the consent of a director or an alternate director to a resolution may also be given by letter, telex, cable, fax or other similar means.

INDEMNITY

19. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

NAME AND ADDRESS
OF SUBSCRIBER

Stephen David Hemmings
168 Corporation Street
Birmingham
B4 6TU



Dated February 29, 2000

Witness to the above signature:

Tracey Austin
168 Corporation Street
Birmingham
B4 6TU

