

FILE COPY



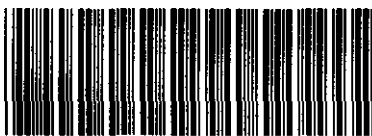
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4008642

The Registrar of Companies for England and Wales hereby certifies that
O & C MANAGEMENT SERVICES 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 June 2000



N04008642B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

C007

Please complete in typescript, or in bold black capitals

Declaration on application for registration

CHFP082

4008642

Company Name in full

O & C MANAGEMENT SERVICES LIMITED

I,

Suzanne Christian Hart, authorised signatory

of

York Place Company Secretaries Limited, 12 York Place, Leeds LS1 2DS

†Please 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 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 Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

S Hart

Declared at

Leeds

Day Month Year

3 1 0 5 2 0 0 0

*Please print name

before me*

John Hamilton

Signed

JH

Date

31 May 2000

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

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

York Place Company Services Limited

12 York Place, Leeds

LS1 2DS

Tel 0113 242 0222

DX number

26436

DX exchange

Leeds Park Square

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

Companies House, Crown Way, Cardiff, CF14 3UZ

DX33050 Cardiff

for companies registered in England and Wales

or

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

DX235 Edinburgh



A07
COMPANIES HOUSE

0591
01/06/00

Please complete in typescript,
or in bold black capitals.

**First directors and secretary and intended situation of
registered office**

Notes on completion appear on final page

Company Name in full



F0100C70

○ £ C MANAGEMENT SERVICES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

12 YORK PLACE

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2DS

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.

X

Agent's Name

YORK PLACE COMPANY SERVICES LIMITED

Address

12 YORK PLACE

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2DS

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.

YORK PLACE COMPANY SERVICES LIMITED, 12 YORK PLACE, LEEDS LS1 2DS

Tel 0113 242 0222

DX number 26436 DX exchange LEEDS 2



A07
COMPANIES HOUSE

0592
01/06/00

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
for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		O & C MANAGEMENT SERVICES LIMITED	
NAME	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)		
	Surname	YORK PLACE COMPANY SECRETARIES LIMITED	
	Previous forename(s)		
	Previous surname(s)		
Address	12 YORK PLACE		
Usual residential address For a corporation, give the registered or principal office address.			
	Post town	LEEDS	
	County / Region	WEST YORKSHIRE	Postcode LS1 2DS
	Country	ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature		Date 26/5/02	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title	*Honours etc	
	Forename(s)			
	Surname	YORK PLACE COMPANY NOMINEES LIMITED		
	Previous forename(s)			
	Previous surname(s)			
Address	12 YORK PLACE			
Usual residential address For a corporation, give the registered or principal office address.				
	Post town	LEEDS		
	County / Region	WEST YORKSHIRE	Postcode	LS1 2DS
	Country	ENGLAND		
	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 26/5/02		
For and on behalf of York Place Company Nominees Limited				

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

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 _____

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Date _____

Or the subscribers

Signed

Date _____

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

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.

12-000
ACCEPT UNSTAMPED &
NC/CN
SIGNED *REllh*
DATE *21-6-00*
41557

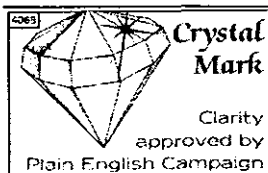
THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

O & C MANAGEMENT SERVICES LIMITED

1. The Company's name is O & C MANAGEMENT SERVICES LIMITED.
2. The Company's registered office is in England and Wales.
3. The Company's objects are as follows:-
 - 3.1 to carry on business as a general commercial company;
 - 3.2 to acquire any property, and rights or privileges of any kind over or for any property which the Company may use or which the Directors believe may increase the value of the Company's other property;
 - 3.3 to acquire, protect, renew or dispose of any intellectual property rights which may benefit the Company and to make use of those rights;
 - 3.4 to experiment on, test and improve any patents, inventions or rights which the Company acquires or plans to acquire;
 - 3.5 to acquire an interest in the whole or part of or make any form of arrangement with any other company doing or intending to do any business similar to the Company's business. The Company may deal with any form of stock of the other company;
 - 3.6 to deal in any way with the Company's property and rights;
 - 3.7 to invest and deal with any money of the Company which the Company does not immediately need;
 - 3.8 to lend money, give guarantees, provide security or give credit to any person or association of persons the Company deals with on terms and conditions the Company decides;



Copyright 1999 York Place Company Services Limited.
F:\data\ypdocs\memor\ypmaster\memor36.doc



- 3.9 to support or secure the performance of any responsibilities of any person or company associated with the Company in business or through shareholdings. (This includes any company which is a subsidiary or a holding company of the Company as defined in the Companies Act 1985.) The Company may do this by personal agreement, by covenant, by mortgaging the Company's property and assets, by using the Company's capital, or by any other method. This includes repaying loans and paying premiums, interest, dividends and any other costs relating to debentures, debenture stock, loan stock, shares or other securities;
- 3.10 to borrow or raise money in any way and to ensure that the money borrowed or raised is repaid. The Company may also raise or borrow money in any way to ensure that it carries out its obligations;
- 3.11 to draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and use any type of negotiable instrument which may help the Company achieve its objects;
- 3.12 to make arrangements with any government, authority, or other person or association of persons that may help the Company to achieve its objects;
- 3.13 to acquire and hold shares, stock or other interests or obligations in any company or corporation;
- 3.14 to promote any other company to carry out any operation which may benefit the Company;
- 3.15 to sell, let, licence, develop or otherwise deal with any part of the business of the Company on any terms the Company thinks fit and to accept shares, debentures, or securities of any company in return for this;
- 3.16 to act as a sub-contractor and to use sub-contractors, agents, brokers and others to carry out the business of the Company;
- 3.17 to provide financial help according to Sections 155 to 158 of the Companies Act 1985 for any purpose set out in Sections 151(1) and 151(2) of that Act. (Sections 155 to 158 and 151(1) and 151(2) cover situations where the Company offers assistance to potential shareholders to purchase shares in the Company.);
- 3.18 to pay any person or company providing services to the Company in cash, shares or other company securities (credited as fully paid or partly paid);

- 3.19 to use the Company funds to pay all costs involved in promoting, forming and creating the Company as a legal corporation or to contract with another person or company to pay these;
- 3.20 to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any of the Company's shares and securities;
- 3.21 to take out and renew insurance policies to cover the Company officers and auditor against any costs, expenses and liabilities arising from negligence, default or breach of duty or trust in relation to their duties as permitted by section 310(3) of the Companies Act 1985;
- 3.22 to support any charitable or public object, and any institutions, society, or club which may benefit the Company, its directors or employees;
- 3.23 to pay the directors of the Company in any way the Company thinks fit;
- 3.24 to provide pensions and other funds for past and present employees of the Company and others in the service of the Company or of any holding company of the Company or subsidiary company of the Company and for their dependants;
- 3.25 to make payments towards life insurance for past and present employees of the Company, and others in the service of the Company and of any holding company of the Company or subsidiary company of the Company and for their dependants;
- 3.26 to set up and maintain profit sharing, share option or share purchase schemes for the benefit of the employees of the Company or employees of any subsidiary or holding company of the Company and to lend money to employees or trustees to set up or maintain these schemes;
- 3.27 to distribute the Company's property among the shareholders of the Company.
- 3.28 to do any other things which may help the Company to achieve its objects;
- 3.29 the objects set out in clauses 3.1 to 3.28 must be interpreted as widely as possible. They must be interpreted independently of each other unless the context requires them to be interpreted together;
- 3.30 the word 'company' in this document includes any partnership, firm, corporation or company whether incorporated or not and whether domiciled in any part of the United Kingdom or elsewhere.

4. The liability of the Company's shareholders is limited.
5. The share capital of the Company is £100,000. This is divided into 100,000 shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company and I agree to take the number of shares shown opposite my name.

Name and address of the subscriber and number of shares taken by the subscriber

York Place Company Nominees Limited
12 York Place
Leeds LS1 2DS

One

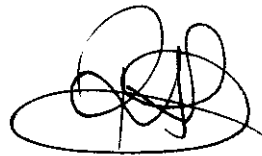


York Place Company Nominees Limited

Dated 26 May 2000

Witness to the above signature

Rachel Brown
12 York Place
Leeds LS1 2DS



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

O & C MANAGEMENT SERVICES LIMITED

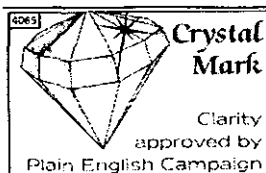
The meaning of certain words used in the Articles:

The following table defines some words used in the Articles. After the Articles there is a glossary which explains various words and expressions which appear in the Memorandum and the Articles. The glossary is not part of the Memorandum or Articles and does not affect their meaning.

Words	Definition
Articles	The Articles of Association of the Company
the Act	The Companies Act 1985 and any amendments to or any re-enactment of that Act.
Memorandum	The Memorandum of Association of the Company
Table A	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)

Preliminary articles

- 1.1 The regulations contained in Table A apply to the Company.
- 1.2 Words which refer to a single number also refer to plural numbers and the other way round.
- 1.3 Words which refer to males also refer to females and to companies.
- 1.4 References to a 'person' or 'people' include companies, corporations and unincorporated associations.



Allotment of shares

- 2.1 The directors of the Company will have full control of the shares which are part of the Company's authorised share capital. During the five years from the date of incorporation they may allot these shares and other relevant securities to people on terms and conditions as they see fit. However, the directors may not issue more shares than are comprised in the authorised share capital. After the five year period the directors may allot the shares under any agreement or offer to do so which was made before the five year period ended. This authority may at any time be revoked, varied or renewed by ordinary resolution of the Company.
- 2.2 Unless there is a special resolution to direct otherwise, the Company will offer shares which the directors propose to allot and which are not part of the Company's authorised share capital when the Company became a corporation to the shareholders of the Company in proportion to the number of shares the shareholders already hold. The Company will offer these shares by notice for a limited period of at least 14 days after which time the offer will lapse. After that period the Company will offer any remaining shares to those who have already accepted all the shares the Company has offered them in proportion to the number of shares held before the original offer was made.
- There may be shares left over which the Directors cannot offer under the above provisions except as fractions. The directors may deal with these shares or with any shares released by special resolution (see above) as they think fit. However, the directors must not dispose of these shares on terms which are more favourable than the terms on which they were offered to the shareholders.
- 2.3 Article 2.2 has effect subject to Sections 80 (which defines how the directors may be authorised to allot shares), 80A (which defines how the duration of the authority may be extended) and 379A (which deals further with the extension of the authority) of the Act.
- 2.4 Under Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act do not apply to the Company.
3. The Company has a lien over all shares including fully paid shares registered in the name of anyone who owes or has a liability to the Company. Regulation 8 of Table A which deals with liens over shares is modified accordingly.

Transferring shares

4. The directors may refuse to register a transfer of any share. They do not have to give any reasons for refusing. The first sentence of Regulation 24 of Table A which refers to partly paid shares only does not apply.

Transmission of shares

- 5.1 Regulation 31 of Table A does not apply to the Company and the following Article 5.2 applies instead.
- 5.2 If a shareholder dies or is declared bankrupt, the person who receives his shares will have the same rights as the shareholder except that until registered as the new shareholder, that person will not be entitled to attend and vote at any company meeting (also known as a shareholders' meeting) or at a meeting of the holders of the relevant class of shares (if there is more than one class). If the Company is without directors for any reason however the new shareholder will be entitled to vote on any resolution to appoint a new director before being registered as a shareholder.

General meetings and resolutions

- 6.1 Regulations 40 and 41 of Table A do not apply to the Company and articles 6.2 and 6.3 apply instead.
- 6.2 There must be a quorum present before a meeting starts to do business and throughout the meeting. A quorum is two people entitled to vote on the business. Each person must be a shareholder, a proxy for a shareholder or an authorised representative of a corporation. However, if the Company has only one shareholder, that shareholder in person or by proxy will be a quorum.
- 6.3 If there is no quorum present within half an hour of the time the meeting is due to start, the meeting will be adjourned until the same day the next week at the same time and place or to any other day, time and place the directors decide. If there is no quorum present at the adjourned meeting within half an hour of the time it is due to start that meeting will be dissolved.
- 6.4 Regulation 100 of Table A outlines the requirements of the directors to keep minutes of meetings and certain events. In addition the directors must record in the minute book of the Company:
 - 6.4.1 all decisions taken by a sole shareholder where there is only one shareholder; and
 - 6.4.2 all written resolutions the Company has passed.

Appointing directors

- 7.1 Regulation 64 of Table A setting out the maximum and minimum number of directors does not apply to the Company.
- 7.2 The Company will decide by ordinary resolution the maximum and minimum number of directors. If the Company does not announce a decision there will be no maximum number of directors and the minimum number will be one. If there is only one director, that director will be able to exercise all the directors' powers set out in Table A and these articles. Regulation 89 of Table A regarding the number of directors which constitutes a quorum is modified accordingly.
- 7.3 Directors do not have to retire at any specific time. Regulations 73 to 77 (inclusive) and Regulation 80 of Table A regarding the retirement of directors do not apply to the Company. In Regulation 78 the words 'and may also determine the rotation in which any additional directors are to retire' are deleted.

Borrowing powers

8. The directors may use all the powers of the Company to borrow unlimited amounts of money on terms and in such a way as they think fit. Subject to Sections 80, 80A and 379A of the Act, they may also agree to a mortgage, charge or security over the business of the Company, its property and uncalled capital. They may issue debentures, debenture stock and other securities outright or as security for a debt, liability or obligation of the Company or any third party.

Alternate directors

9. Alternate directors are not entitled to any payment from the Company. The Company may pay them part of any amount the Company would otherwise pay to the person who appointed them if that person instructs the Company to do so in writing. The first sentence of Regulation 66 of Table A regarding the rights of the alternate director to receive remuneration for his services is modified accordingly.

Disqualifying directors

10. A Director who can no longer manage or administer his affairs because of illness or injury must leave his office. Regulation 81 of Table A listing the events where directors must retire from office is modified accordingly.

Proceedings at directors' meetings

11. Directors can vote on any resolution, and shall form part of the quorum, at directors' meetings or meetings of committees of the directors as long

as they declare any direct or indirect interest they may have in the matter under vote.

12. Directors and directors' committee members can take part in meetings by conference telephone call or other means of telecommunication as long as everyone involved in the meeting can hear each other. Directors and directors' committee members taking part in this way will be considered present at the meeting and will be entitled to vote and be counted in the quorum. The meeting will be recorded as taking place where the largest group of those taking part is gathered. If there is no such group, the meeting location will be recorded as the place where the chairman of the meeting is.

Indemnity

13. Subject to section 310 of the Act, all the directors, officers and auditors of the Company will be entitled to payments from the funds of the Company or insurance policies to cover any costs, charges or losses they have to pay in carrying out their duties.

Share certificates


14. In the second sentence of Regulation 6 of Table A with regard to the entitlement and issue of share certificates the words 'shall be sealed with the seal and' are deleted. Share certificates can only be issued if approved by the directors or a directors' committee. The share certificates must be signed by one director and the company secretary or two directors.

Company seal

15. Regulation 101 of Table A regarding usage of the company seal does not apply to the Company. The Company does not need to have a company seal. If the directors decide that the Company should, the seal must only be used with the approval of the directors or of a directors' committee. The directors may decide who should sign any document the seal is attached to. Unless they make a specific decision, this will be a director and the company secretary or two directors.

Name and address of the subscriber

York Place Company Nominees Limited
12 York Place
Leeds LS1 2DS



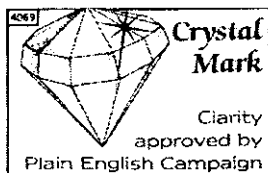
York Place Company Nominees Limited
12 York Place, Leeds LS1 2DS

Dated 26 May 2000

Witness to the above signature

Rachel Brown
12 York Place
Leeds LS1 2DS





GLOSSARY

Word	Meaning
Allotment	An allotment of shares gives the person with the allotment an unconditional right to buy the shares at a fixed price
Attorney	This is a person appointed to act for another person. The 'attorney' is appointed by a formal document known as a 'power of attorney'
Authorised share capital	This is the highest amount of share capital (as set out in the company's Memorandum of Association) that a company is permitted to issue
Bare trustee	A bare trustee holds property on trust for another person until asked to return the property
Bill of exchange	This is an unconditional, signed document which requires the person it is addressed to, to pay a stated amount of money according to the instructions on the document. A cheque is an example of one
Bill of lading	This is a document recording the goods to be carried on a ship, and the terms of their carriage
Breach of duty	This is to fail to carry out something required by law (or to do something which the law forbids)
Breach of trust	This happens if a trustee does something which is against the trust's rules (or if the trustee fails to do something required by the trust's rules)
Covenant	This is a contract
Debenture	This is the name for certain long-term loans to a company. The loans may be secured or unsecured.
Domiciled	This means permanently based in a country
Execute	To carry out a contract
Fully paid share	A share becomes fully paid when all money due to the Company for the shares has been paid
Holding company	This is a company which controls another company, normally by owning the majority of its shares
Intellectual property rights	This is the general name for rights such as copyrights and patents
Issued share capital	This is the amount of a company's share capital which shareholders have subscribed for (even though they might not have paid yet)
Lien	If the Company has a lien over shares it can sell the shares to repay a debt or it can keep any dividends the shares earn
Mortgage	This is the name given to using property as security for a debt
Negotiable instrument	This is a signed document, such as a cheque, which can be sold or transferred

Ordinary resolution	This is a decision reached by a simple majority (more than half) of the votes cast on the resolution
Partly paid share	While there is still money owing to the Company to pay for a share, it is said to be partly paid
Proxy	This is someone appointed by a shareholder to attend a meeting and vote at the meeting for the shareholder
Quorum	This is the lowest number of people, entitled to attend and vote at a meeting, which is required for the meeting to be valid
Relevant securities	<p>These are any shares except:</p> <ul style="list-style-type: none"> • shares taken by the subscribers to the memorandum • shares issued under an employees' share ownership scheme <p>The term also applies to share options and to shares which can be converted into ordinary shares</p>
Remuneration	This is to pay for services. Salary and benefits in kind are examples of remuneration
Securities	This is the name for assets such as shares, debentures, unit trusts and so on
Special Resolution	This is a decision reached by a majority of at least 75% of the votes cast on the resolution
Subject to...	Under the conditions in.....
Subsidiary company	This is a company which is controlled by another company, usually because the other company owns the majority of the shares
Uncalled capital	When a company has not yet asked for payment of part of its issued share capital the unpaid part is called 'uncalled capital'.
Warrants	A warrant gives its owner the right to subscribe for ordinary shares in a company on a fixed date and usually at a set price