

No. _____



THE COMPANIES ACTS 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
WESTSIDE ACQUISITIONS PLC

1. The Company's name is "WESTSIDE ACQUISITIONS PLC".
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England.
- 4.1. The Company's objects are:



- (a) to carry on business as a general commercial company;
- (b) without prejudice to the generality of the objects and powers of the Company derived from section 3A of the Companies Act 1985 the Company has the following additional objects:

- (A) to purchase, subscribe for or otherwise acquire and hold for investment or otherwise shares, stocks or other interests in or obligations of any other company or corporation or business;
- (B) to carry on at such places in the United Kingdom or elsewhere as may be determined by the Directors of the Company any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company or further any of its objects;
- (C) to purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property and rights so acquired;

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- (D) to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (E) to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company and to pay cash or to issue any shares, stocks, debentures, and debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired;
- (F) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit the Company; to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company;
- (G) generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company;
- (H) to sell the undertaking of the Company, or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares partly or fully paid up, debentures, debenture stock, or securities of any other company whether actually incorporated and existing or proposed to be formed or promoted by the purchaser or otherwise;
- (I) to promote, finance or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company;

- (J) to raise or borrow or secure the payment of money for the purpose of the Company upon such terms and on such security as may seem to the Company expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital;
- (K) to stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by a combination of such methods; and in particular (but without limiting the generality of the foregoing) to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by a combination of such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by section 736 Companies Act 1985) or another subsidiary (as defined by the said section 736) of any such holding company;
- (L) to make and execute any deed, indenture, agreement, appointment or *other legal or notarial act or document which may be necessary, expedient or desirable for effecting or carrying out any matter or transaction within the powers of the Company or which may be incidental thereto or connected therewith*, and to draw, accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable, commercial or transferable instruments or securities;
- (M) to pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business;
- (N) to invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined;
- (O) to lend money to such person and on such terms as may seem expedient;

- (P) to give any guarantee or indemnity as may seem expedient;
- (Q) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company;
- (R) to distribute by way of dividend or otherwise any of the property of the Company in specie;
- (S) to do all or any of the above things in any part of the world, and as principals, agents, contractors, nominees, trustees, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others and either gratuitously or for reward;
- (T) to procure the Company to be registered or recognised and to establish and maintain local registers, agencies and branch places of business in any colony or dependency or in any foreign country or place;
- (U) to adopt such means of making known the business, products and services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest or by the publication of books and periodicals and by granting prizes, rewards and donations;
- (V) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company (including any Director or other officer of the Company) or the dependants or connections of such persons and to grant pensions and allowances and to make payment towards insurance for any such persons and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects;
- (W) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4.2. The objects set forth in each paragraph of Clause 4.1 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where they expressly so require, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such paragraphs or from the terms of any other object or objects or from the name of the Company. None of the objects specified in Clause 4.1 or the powers thereby conferred shall (except where the object expressly so requires) be deemed subsidiary or ancillary to any other objects or powers therein mentioned but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each paragraph of Clause 4.1 as if each paragraph were the objects of a separate company. The word “**company**” in

Clauses 4.1 and 4.2, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether registered or resident or domiciled in the United Kingdom or elsewhere.

5. The liability of the members is limited.
6. The Company's share capital is £1,500,000 divided into 150,000,000 shares of 1p each.

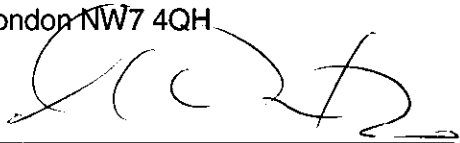
We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

Number of shares
taken by each
Subscriber


Richard Lawrence Owen
42 Marsh Lane
Mill Hill
London NW7 4QH

1



Geoffrey Michael Simmonds
23 Links Way
Northwood
Middlesex HA6 2XA

1




Total shares taken

2

DATED this 19 November 1999

WITNESS to the above signatures:



43 Fetter Lane
London
EC4A 1JU

Occupation: SOLICITOR