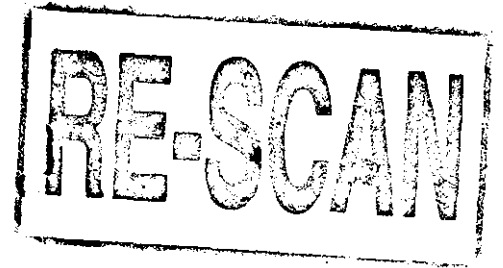


FILE COPY



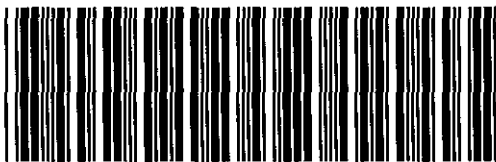
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4631395

The Registrar of Companies for England and Wales hereby certifies that
UKFOREX 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 8th January 2003



N04631395I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

UKFOREX LIMITED

I, STEPHEN BRUCE DUNN
of RANKIN BUILDING, LONDON

† 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 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

154 BISHOPSGATE

Day Month Year

On

06	01	2003
----	----	------

● Please print name.

before me ●

RICHARD MCLAUGHLIN

Signed

Date

06 01 03

† 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 of the person Companies House should contact if there is any query.

DYNAMIC MANAGEMENT SOLUTIONS
Suite 6, 2nd Floor 154 Bishopsgate London EC2M 4LN Phone: (0207) 377 5577
DX number DX exchange



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

Companies House, Crown Way, Cardiff, CF14 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



Companies House

for the record

10

Please complete in typescript, or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

[Empty box]

Company Name in full

UKFOREX Limited

Proposed Registered Office

2nd Floor

(PO Box numbers only, are not acceptable)

154 Bishopsgate

Post town

LONDON

County / Region

[Empty box]

Postcode

EC2M 4LN

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.

[Empty box]

Agent's Name

[Empty box]

Address

DYNAMIC MANAGEMENT SOLUTIONS

Suite 6, 2nd Floor

154 Bishopsgate

London EC2M 4LN

Phone: (0207) 377 5577

Post town

[Empty box]

County / Region

[Empty box]

Postcode

[Empty box]

Number of continuation sheets attached

[Empty box]

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.

[Empty box]

DYNAMIC MANAGEMENT SOLUTIONS

Suite 6, 2nd Floor

154 Bishopsgate

London EC2M 4LN

Phone: (0207) 377 5577

DX number

DX exchange



A18 COMPANIES HOUSE

AURKWHF7

0448 08/01/03

Form revised July 1998

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Companies House, Crown Way, Cardiff, CF14 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

Company Secretary (see notes 1-5)

Company name UKFOREX Limited

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s) DMS Secretaries Limited

Surname

Previous forename(s)

Previous surname(s)

Address 2nd Floor

Usual residential address

For a corporation, give the registered or principal office address.

154 Bishopsgate

Post town LONDON

County / Region Postcode EC2M 4LN

Country UK

I consent to act as secretary of the company named on page 1

Consent signature *K Hugo* Date 06.01.03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title Mr *Honours etc

Forename(s) Stephen Bruce

Surname Dunn

Previous forename(s)

Previous surname(s)

Address 7 Rankin Building

Usual residential address

For a corporation, give the registered or principal office address.

139-143 Bermondsey Street

Post town

County / Region LONDON Postcode SE1 3UW

Country UK

Date of birth Day Month Year 0 5 0 1 1 9 6 9 Nationality Australian

Business occupation Accountant

Other directorships

I consent to act as director of the company named on page 1

Consent signature *AB* Date 06.01.03

237624

101240

£80

DAY

6 JAN 2003

**THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES**

MEMORANDUM OF ASSOCIATION

-of-

UKFOREX Limited

INCORPORATION

4651395



A16 COMPANIES HOUSE 0447 08/01/03

1. The Company's name is UKFOREX LIMITED.
2. The Company's registered office is to be situated in England or Wales.
3. The Company's objects are: -
 - (a) To carry on business as a general commercial company.
 - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
 - (c) To acquire the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on.
 - (d) To improve, manage, construct, repair, develop, exchange, let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (e) To lend, advance, borrow or raise money or give credit on any terms and with or without security to or from any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) and to enter into guarantees, contracts of indemnity and suretieships of all kinds.
 - (f) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
 - (g) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
 - (h) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
 - (i) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
 - (j) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
 - (k) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription or any shares or other securities of the Company.
 - (l) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, or otherwise, and by or through agents, brokers, sub-contractors, or otherwise and either alone or in conjunction with others.

(m) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

4. None of the sub-clauses of this Clause and none of the objects therein shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
5. The liability of the Members is limited.
6. The Company's share capital is £1,000 divided into 1,000 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 the number of shares shown opposite my name.

Names, Addresses and Signatures Of Subscriber	Number of Shares taken by Subscriber
DMS Directors Limited 154 Bishopsgate London EC2M 4LN	TWO

Signature of Subscribers:



Witness to the above signature:-

Witness Address: 2ND Floor, 154 Bishopsgate, London EC2M 4LN

Sign Here:



Print Name Here: Catherine Hugo

Dated: 06/01/2003

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

UKFOREX Limited

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (S1 1985 No 805) as amended by the Companies (Tables A to F) Regulations 1985 (S1 1985 No 1052) (such table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by the Ordinary Resolution of the Company in a General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on 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, for all moneys presently payable by him or his estate to the Company, Clause 8 in the Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

4. (a) Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
(b) No business shall be transacted at any General Meeting unless a quorum is present Subject to paragraph c below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
(c) If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.
(d) If quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the

adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.

(e) Clauses 40 and 41 in Table A shall not apply to the Company.

(f) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.

(g) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

THE SEAL

5. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

TRANSFER OF SHARES

6. The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share whether or not it is a fully paid share and the first sentence of Clause 24 in Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS


DMS Directors Limited
154 Bishopsgate
London
EC2M 4LN

2 Ordinary Shares of £1 each

Signature of Subscribers:  _____

Witness to the above signature:-

Witness Address: 2nd Floor, 154 Bishopsgate, London EC2M 4LN

Sign Here: 

Print Name Here: Catherine Hugo

Dated: 06/01/2003