

68225
Number of } 368352
Company }

[Form No. 41.]

"THE COMPANIES ACT, 1929."



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

57
Declaration of Compliance

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

REGISTERED
25 JUL 1941

JORDAN & SONS CO.

LIMITED.

(See Page 2 of this Form.)

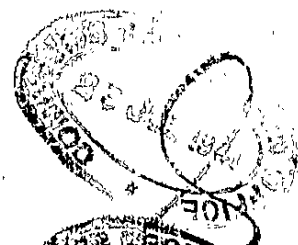
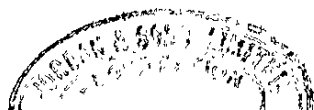
59458-30

Telegrams: "Certificato, Estrand, London."

Telephone No.: Holborn 0434 (3 Lines).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented by



JOHN EDWARD LARMADUKE JRC. WITNER

of St. Stephens House, Victoria Embankment, in the City of
Westminster

Do solemnly and sincerely Declare that I am* a Solicitor of the

*Hereinsert-
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Supreme Court engaged in the formation of

DORSETT ESTATES CO.

LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of
matters precedent to the registration of the said Company and incidental
thereto 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 25, Abingdon Street

in the City of Westminster

the 19th day of July

One thousand nine hundred and fortyone

before me,

John E. J. J. J. J.

A Commissioner for Oaths. †

NOTE.—This margin is reserved for binding, and must not be written across.

(S. M. Brown)

"The Companies Act, 1929."

DECLARATION OF COMPLIANCE

WITH THE

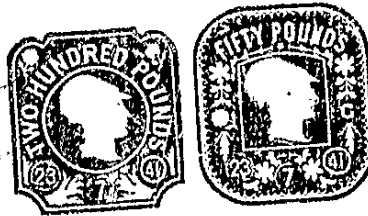
REQUIREMENTS

OF

THE COMPANIES ACT, 1929.

Number of
Certificate

368352



[Form No. 25.]

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10s.
for every
£100 must
be impressed
here.

Statement of the Nominal Capital
OF

REGISTERED
25 JUL 1941

Dorsman Estates Co.

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

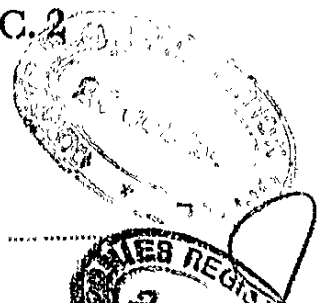
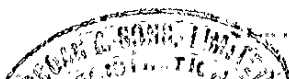
55699*39

Telegrams : "CERTIFICATE, ESTRAND, LONDON,"

Telephone No. : HOLBORN 0434 (3 Lines.)

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C.2
and 13 BROAD STREET PLACE, E.C.2.

Presented by



THE NOMINAL CAPITAL

OF

Dorman Estates Co. LIMITED,

is *Fifty Thousand* Pounds,

divided into *Fifty Thousand* Shares

of *one pound* each.

Signature *James Lewis Ltd*

Description *Agents for the Company*

Dated the *22nd* day

of *July* 19*41*

NOTE. This margin is reserved for binding, and must not be written across.

*** This Statement should be signed by an Officer of the Company.*



368352

B.

P

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF
DORSMAN ESTATES CO. LIMITED.

REGISTERED

25 JUL 1941



1. The name of the Company is "DORSMAN ESTATES CO. LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

- (1) To acquire and hold as permanent investments properties of any tenure in Great Britain or elsewhere.
- (2) To purchase, lease or otherwise acquire in any part of the world, hold, sell, develop, manage, work, exchange, turn to account, dispose of and deal in any lands, buildings, concessions, estates, plantations, forests and trading rights or any estate or interest therein, or any rights connected therewith.
- (3) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (4) To carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, brick and tile and terra-cotta makers, jobmasters, carriers, licensed victuallers, house agents and insurance agents.
- (5) To cultivate, grow, prepare for market, manufacture, buy, sell, export, import and deal in any products of the soil whatsoever, and generally to carry on the business of planters and growers and dealers in produce.



RIES RL

- (6) To treat and prepare for market, vegetables, fruit or other product of the soil (whether on account of the Company or others), or any other products, articles or things whatsoever; to buy, sell, warehouse, transport by land or water, trade and deal in any of the said products and things in any form, and food requisites for labourers and others employed on estates, and any other goods, produce, wares, merchandise, articles and things of any kind whatsoever, and generally to carry on business as merchants, exporters and importers.
- (7) To purchase, charter, hire, build or otherwise acquire motor cars and other vehicles, steam and other ships or vessels, railways, tramways, with all equipments and furniture and to employ the same in or about the objects of the Company for conveyance of passengers in such a manner as may be deemed expedient; to construct and maintain any factories, warehouses, buildings, shops and conveniences which may directly or indirectly seem conducive to any objects of the Company.
- (8) To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- (9) To carry on any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (10) To borrow and raise money for the purpose of the Company's business.
- (11) To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, debentures, mortgage debentures and debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (12) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (13) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.
- (14) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (15) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools, and any educational, scientific, literary, religious or charitable institution, or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or not, and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.
- (16) To make, accept, endorse, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (17) To invest and deal with the moneys of the Company not immediately required in or upon such investments or securities and in such manner as may from time to time be determined.
- (18) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (19) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the share or debenture capital or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (20) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (21) To enter into partnership or any joint-purse arrangement or any arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock or securities of any such company.
- (22) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stocks or securities of and guarantee the payment of the dividends, interest or principal of any shares, stock, securities or other obligations of any such company, or of any company having objects similar to those of this

Company, or carrying on, or proposing to carry on, any business in which this Company is interested or from which this Company is likely to derive any benefit.

- (23) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company.
- (24) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company for such consideration as the Company may think fit.
- (25) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a preponderating majority of the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (26) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (27) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (28) To do all such other things as are or may be deemed incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The Share Capital of the Company is Fifty Thousand Pounds, divided into Fifty Thousand Shares of One Pound each.

WE, the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber
<p>Leonard William Higgins. "Domneva" St. Oswald Rd Gloucester. Incorporated Accountant.</p> <p>Marjorie Mary Higgins. "Domneva" St. Oswald Rd. Gloucester.</p> <p>Married Woman</p>	<p>ONE. ONE</p> <p>ONE ONE</p>

Dated this 27th day of July 1911.

Witness to the above signatures

R. D. Higgins
of, and at,
Gloucester,
Mechanical Engineer



308332



6

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association
OF
DORSMAN ESTATES CO. LIMITED.

REGISTERED
25 JUL 1941

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 64, 66, 69, 72, 78, 79, 101, 104 and 107, shall not apply to this Company, but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding five per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly following provisions shall have effect:-

- (a) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (b) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were while in that employment and have continued after discontinuation of that employment to be Members of the Company) shall not at any time exceed fifty.
- (c) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

SHARE CAPITAL AND SHARES.

5. The original Share Capital of the Company is Fifty Thousand Pounds, divided into Fifty Thousand Shares of One Pound each.

6. Subject to the provisions of Clause 35 of Table A the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

7. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

8. If by the terms of the issue of any Shares or otherwise any amount is payable in respect of any Share by instalments at fixed times, every such instalment shall be payable as if it were a Call duly made by the Directors of which due notice had been given.

9. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares 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.

10. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

11. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

12. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

13. A General Meeting of the Company shall be held once in every calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

14. The quorum for the transaction of business at any General Meeting shall be two members personally present and holding or representing by proxy not less than one-tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

15. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

DIRECTORS.

16. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than five.

17. The qualification of a Director shall be the holding in his own right and as sole Holder of Shares of the Company to the nominal value of not less than One Thousand Pounds.

18. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

19. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

DISQUALIFICATION OF DIRECTORS.

20. The office of a Director shall be vacated:

- (a) If he become bankrupt or insolvent or compound with his creditors;
- (b) If he become of unsound mind;
- (c) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof;

- (d) If he cease to hold the necessary Share qualification or do not obtain the same within one calendar month from the date of his appointment;
- (e) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors;
- (f) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of 'The Companies Act, 1929';
- (g) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

21. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. Any Director shall be at liberty to vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.

MANAGING DIRECTOR.

22. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (except the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

23. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

NOTICES.

24. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

25. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

26. If the Company shall be wound up the assets remaining after of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amounts paid up or credited as paid up on Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

Conrad William Huggins.

"Domessa"

St. Oswald Rd.

Gloucester.

Incorporated Accountant.

Marjorie Mary Huggins.

"Domessa";

St. Oswald Rd.

Gloucester.

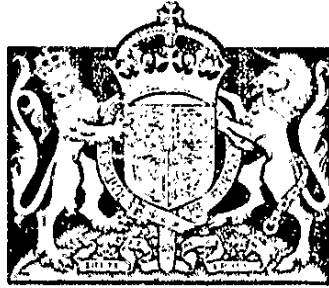
Married Woman

Dated this 17th day of July 1941.

Witness to the above Signatures—

A. B. Huggins,
4, Strand Rd.,
Gloucester
Chemical Engineer

No. 308655



Certificate of Incorporation

I Hereby Certify, That

JORDAN TELEPHONE CO., LIMITED

is this day incorporated under the Companies Act, 1929, and that the Company is Limited.

Witness my hand and seal at London this twenty-fifth day of July One Thousand Nine Hundred and forty-one.

Robertson
Registrar of Companies.

Jordan Telephone Co.,

Incorporated in England

100, St. John's Road, London, E.C. 4

No. OF COMPANY 368352

44
The Companies Act, 1948.

COMPANY LIMITED BY SHARES

(COPY)

Ordinary Resolution

(Pursuant to The Companies Act, 1948, Section 61)

OF

DORSMAN ESTATES CO. LIMITED

Passed the 30th day of November, 1964.

REGISTERED

18 DEC 1964

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Granville House, 59 Brunswick Road, Gloucester, on the 30th day of November, 1964, the following ORDINARY RESOLUTION was duly passed:

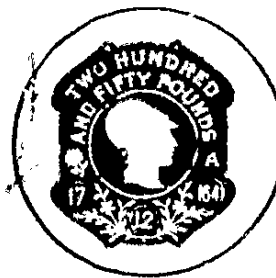
"That the Authorised Capital of the Company be increased to £100,000 by the creation of 50,000 Ordinary Shares of £1 each".

A. Stewart Chair m.

REGISTRATION
18 DEC 1964

NO. OF COMPANY 368352

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

NAME OF

COMPANY

DORSMAN ESTATES CO. LIMITED.

Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

REGISTERED

18 DEC 1964

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 30th November, 1964 been increased by the addition thereto of the sum of £50,000 beyond the Registered Capital of Fifty thousand shares of £1 each.

Signature

Date 6th December, 1964

Description Secretary

This statement is to be filed within 15 days after the passing of the Resolution which the Registered Capital is increased, and if not so filed Interest on the Duty the rate of 5 per cent. per annum from the passing of the Resolution is also payable 5s. Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to filing of a Notice of Increase and a printed copy of the Resolution authorising the

JORDAN & SONS LTD.

110, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.

7, 8 & 9, Fetter Lane, London, E.C.4.

Joint Stationers and Company Registration Agents

SHAW & SONS

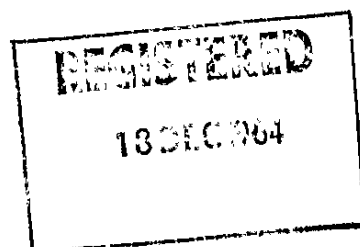
No. OF COMPANY.....36852

[C.F. 10]

46.
THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.



NAME OF
COMPANY.....

DOISMAN ESTATES CO.,.....LIMITED

JORDAN & SONS, LTD.,
110 Chancery Lane, London, W.C.2.

Oct. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

H2563 (V) 1

Presented by



To the REGISTRAR OF COMPANIES.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
Fifty Thousand	Ordinary	One pound

Ranking pari passu with the existing
Ordinary Shares

none of the new Shares are Preference Shares, and are (b) [not]
redeemable.

(Signature) _____

Chrysomelidae, 1908, 6687-6694.

SECRET

This margin to be reserved for binding.

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

Company number

Please complete
legibly, preferably
in block type, or
bold block lettering

1. To the Registrar of Companies
(Address overleaf - Note 6)

* insert full name
of company

Name of company

Note

Details of day and
month in 2, 3 and
4 should be the
same
Please read notes
1 to 5 overleaf
before completing
this form

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	1
---	---	---	---

Day Month Year

3	1	1	1	1	9	1
---	---	---	---	---	---	---

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [~~is to be treated as having come to an end~~][will come to an end]† on

† delete as
appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

6. Signed _____

Designation†

Date

to be sent
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
to court as
appropriate

Presenter's name address
telephone number and reference (if any)

For official use

DEB

F. M. Stroud



012 0044107EX 23
COMPANIES HOUSE 22/12/94

I, James M. PARADUKE of the County of Middlesex, State of New York, in the City of New York

Assistant

NOTE.—This margin is reserved for binding, and must not be written across.

*Hereinsert—
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am* a Solicitor of the
County of Middlesex, State of New York in the formation of
PARADUKE ASSOCIATES CO.
LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of
matters precedent to the registration of the said Company and incidental
thereto 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 25, Abingdon Street
in the City of Westminster

the 21st day of July
One thousand nine hundred and fortyone

before me,
John E. Conroy
A Commissioner for Oaths.†

(J. M. Paraduke)

† or Notary Public or Justice of the Peace.

"The Companies Act, 1929."

DECLARATION OF COMPLIANCE

WITH THE

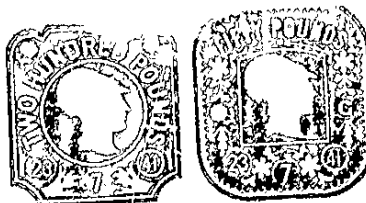
REQUIREMENTS

OF

THE COMPANIES ACT, 1929.

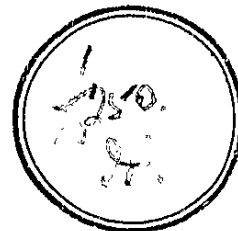
Number of
Certificate} 368352

[Form No. 25.



THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10s
for every
£100 must
be impressed
here.

Statement of the Nominal Capital

OF

Dorsman Estates Co.

REGISTERED
25 JUL 194

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

55699-39

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (3 Lines.)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C.2
and 13 BROAD STREET PLACE, E.C.2.

Presented by



THE NOMINAL CAPITAL

OF

Jordan & Co. LIMITED,

is *Fifty Thousand* Pounds,

divided into *Fifty Thousand* Shares

of *one pound* each.

Signature *Jordan & Co. Ltd*

Description *Agents for the Company*

Dated the *22nd* day

of *July* 19*41*

NOTE. This margin is reserved for binding, and must not be written across.

*** This Statement should be signed by an Officer of the Company.*



308592

13.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF
DORSMAN ESTATES CO. LIMITED.

REGISTERED
25 JUL 1941

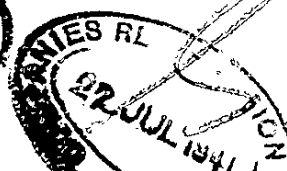


1. The name of the Company is "DORSMAN ESTATES CO. LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

- (1) To acquire and hold as permanent investments properties of any tenure in Great Britain or elsewhere.
- (2) To purchase, lease or otherwise acquire in any part of the world, hold, sell, develop, manage, work, exchange, turn to account, dispose of and deal in any lands, buildings, concessions, estates, plantations, forests and trading rights or any estate or interest therein, or any rights connected therewith.
- (3) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (4) To carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, brick and tile and terra-cotta makers, jobmasters, carriers, licensed victuallers, house agents and insurance agents.
- (5) To cultivate, grow, prepare for market, manufacture, buy, sell, export, import and deal in any products of the soil whatsoever, and generally to carry on the business of planters and growers and dealers in produce.



- (6) To treat and prepare for market, vegetables, fruit or other product of the soil (whether on account of the Company or others), or any other products, articles or things whatsoever; to buy, sell, warehouse, transport by land or water, trade and deal in any of the said products and things in any form, and food requisites for labourers and others employed on estates, and any other goods, produce, wares, merchandise, articles and things of any kind whatsoever, and generally to carry on business as merchants, exporters and importers.
- (7) To purchase, charter, hire, build or otherwise acquire motor cars and other vehicles, steam and other ships or vessels, railways, tramways, with all equipments and furniture and to employ the same in or about the objects of the Company for conveyance of passengers in such a manner as may be deemed expedient; to construct and maintain any factories, warehouses, buildings, shops and conveniences which may directly or indirectly seem conducive to any objects of the Company.
- (8) To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- (9) To carry on any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (10) To borrow and raise money for the purpose of the Company's business.
- (11) To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, debentures, mortgage debentures and debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (12) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (13) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.
- (14) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (15) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools, and any educational, scientific, literary, religious or charitable institution, or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or not, and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.
- (16) To make, accept, endorse, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (17) To invest and deal with the moneys of the Company not immediately required in or upon such investments or securities and in such manner as may from time to time be determined.
- (18) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (19) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the share or debenture capital or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (20) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (21) To enter into partnership or any joint-purse arrangement or any arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock or securities of any such company.
- (22) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stocks or securities of and guarantee the payment of the dividends, interest or principal of any shares, stock, securities or other obligations of any such company, or of any company having objects similar to those of this

Company, or carrying on, or proposing to carry on, any business in which this Company is interested or from which this Company is likely to derive any benefit.

- (23) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company.
- (24) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company for such consideration as the Company may think fit.
- (25) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a preponderating majority of the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (26) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (27) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (28) To do all such other things as are or may be deemed incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The Share Capital of the Company is Fifty Thousand Pounds, divided into Fifty Thousand Shares of One Pound each.

WE, the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber
Leonard William Higgins. "Dommeva" St. Oswald Rd Gloucester. Incorporated Accountant.	ONE. ONE
Marjorie Mary Higgins. "Dommeva", St. Oswald Rd., Gloucester.	ONE ONE
Married Woman.	

Dated this 17th day of July 1941.

Witness to the above Signatures—

R.D. Higgins
 4, St. Oswald Rd.,
 Gloucester
 Electrical Engineer.



368352

6



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

REGISTERED
25 JUL 1941

Articles of Association
OF
DORSMAN ESTATES CO. LIMITED.

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 64, 66, 69, 72, 78, 79, 101, 104 and 107, shall not apply to this Company, but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding five per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly following provisions shall have effect:—

- (a) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (b) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were while in that employment and have continued after determination of that employment to be Members of the Company) shall not at any time exceed fifty.
- (c) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

SHARE CAPITAL, AND SHARES.

5. The original Share Capital of the Company is Fifty Thousand Pounds, divided into Fifty Thousand Shares of One Pound each.

6. Subject to the provisions of Clause 35 of Table A the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

7. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

8. If by the terms of the issue of any Shares or otherwise any amount is payable in respect of any Share by instalments at fixed times, every such instalment shall be payable as if it were a Call duly made by the Directors of which due notice had been given.

9. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares 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.

10. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

11. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

12. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

13. A General Meeting of the Company shall be held once in every calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

14. The quorum for the transaction of business at any General Meeting shall be two members personally present and holding or representing by proxy not less than one-tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

15. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

DIRECTORS.

16. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than five.

17. The qualification of a Director shall be the holding in his own right and as sole Holder of Shares of the Company to the nominal value of not less than One Thousand Pounds.

18. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

19. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

DISQUALIFICATION OF DIRECTORS.

20. The office of a Director shall be vacated:—

- (a) If he become bankrupt or insolvent or compound with his creditors;
- (b) If he become of unsound mind;
- (c) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof;

- (d) If he cease to hold the necessary Share qualification or do not obtain the same within one calendar month from the date of his appointment;
- (e) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors;
- (f) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929;
- (g) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

21. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. Any Director shall be at liberty to vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.

MANAGING DIRECTOR.

22. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (except the power to make Calls, forfeit shares, borrow money, or issue Debentures) that they may think fit. The exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

23. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

NOTICES.

24. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

25. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

26. If the Company shall be wound up the assets remaining after of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amounts paid up or credited as paid up on Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Leonard William Huggins.

"Domusca"

St. Oswald Rd
Gloucester.

Domestic Accountant.

Marjorie Mary Huggins.

"Domusca";

St. Oswald Rd,
Gloucester.

Married Woman.

Dated this 17th day of July 1941.

Witness to the above Signatures—

R. D. Huggins,
4, Stroud Rd,
Gloucester.
Electrical Engineer.

No. 368352



Certificate of Incorporation

I Hereby Certify,

That

DORSMAN ESTATES CO. LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at ~~London~~ ^{Llandudno} this twenty-fifth day of July One

Thousand Nine Hundred and forty-one.

R. Austin
Registrar of Companies.

Certificate received by } Jordan & Son, Ltd.

Llandudno

Date 25th July 1941

No. OF COMPANY 368352

COMPANIES
REGISTRATION

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

(COPY)

Ordinary Resolution

(Pursuant to The Companies Act, 1948, Section 61)

OF

DORSMAN ESTATES CO. LIMITED

REGISTERED

18 DEC 1964

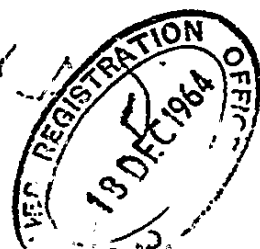
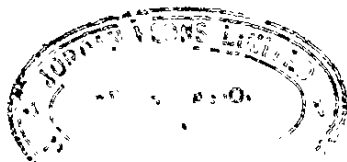
Passed the 30th day of November, 1964.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Granville House, 59 Brunswick Road, Gloucester, on the 30th day of November, 1964, the following ORDINARY RESOLUTION was duly passed:—

"That the Authorised Capital of the Company be increased to £100,000 by the creation of 50,000 Ordinary Shares of £1 each".

J. H. Hancock

Chairman.



No. OF COMPANY.....368352

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

NAME OF

COMPANY.....

DORSMAN ESTATES CO.

LIMITED.

Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

REGISTERED

18 DEC 1964

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 30th November, 1964 been increased by the addition thereto of the sum of £50,000 beyond the Registered Capital of Fifty thousand shares of £1 each.

Signature.....

Date.....6th December, 1964..... Description.....Secretary.....

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.26.

JORDAN & SONS, LTD.,

SHAW & SONS LTD.,

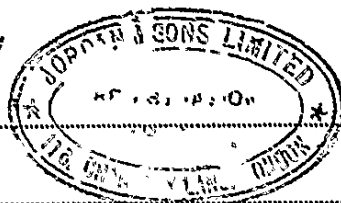
116, Chancery Lane, London, W.C.2.

7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1975 (v)

Presented for registration by



11/10/64

No. of COMPANY.....368352



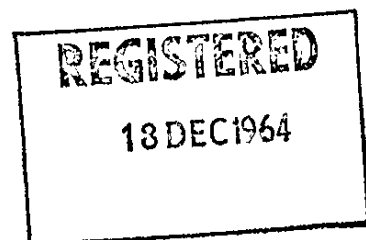
[C.F. 10]

THE COMPANIES ACT, 1948.

12/11/57

Notice of Increase in Nominal Capital.

Pursuant to Section 63.



NAME OF
COMPANY.....

DORSMAN ESTATES CO., LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

62543 (Y) □

Presented by



This margin to be reserved for binding.

(a) "Ordinary," "Extraordinary" or "Special"

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

-of-

DORSMAN ESTATES COMPANY LIMITED
(Passed the 14th day of July 1979)

At an Extraordinary General Meeting of the above Company
duly convened and held on the 14th day of July 1979 the
undermentioned Resolutions were passed as Ordinary Resolutions:-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £100,000 to £200,000 by the creation of 100,000 Ordinary Shares of £1 each.
2. THAT the Directors having so recommended, the sum of £76,765, being part of the amount standing to the credit of the Company's revenue reserves be and the same is hereby capitalised and that the Directors be and they are hereby authorised and directed to appropriate such sum, together with the sum of £17,235 being the whole of the amount standing to the credit of the Company's capital reserves to and amongst the holders of the Ordinary Shares in the capital of the Company as at the close of business on 12th July 1979 and to apply such sum in paying up in full 94,000 Ordinary Shares of £1 each in the capital of the Company, such shares to be allotted and distributed, credited as fully paid up to the Ordinary Shareholders in the proportion of one new Ordinary Share for every one Ordinary Share then held. Such new Ordinary Shares shall rank in all respects pari passu with the existing Ordinary Shares in the capital of the Company.

74

.....
DIRECTOR/SECRETARY

To the Registrar of Companies

DORSMAN ESTATES COMPANY

Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) ORDINARY Resolution of the Company dated 14 JULY 1979, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 100,000 beyond the registered Capital of £ 100,000

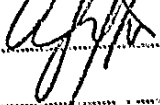
The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal Amount of each Share
100,000	ORDINARY	ONE POUND

The conditions (e.g., voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

These shares to rank pari passu with all existing shares.

N/A of the new Shares are Preference Shares, and are (2) [not] redeemable.

 (Signature)
Secretary (State whether Director or Secretary)

Dated 20 August 1979

(1) " Ordinary, " Extraordinary " or " Special "

(2) Delete as appropriate.

Names, Descriptions and Addresses of the Allottees

Name and description	Address	Number of shares allotted		
		Preference	Ordinary	Other kinds
J.M.S. Peacock	8 The Green, Radyr, Glamorgan.		12,000	
R.F. Peacock	91 Dan-y-Bryn Avenue Radyr, Cardiff.		6,000	
J. Rayer	31 Llysawen Road, Cyncoed, Cardiff.		6,000	
A. Griffiths	33, Hollybush Road, Cyncoed, Cardiff.		12,000	
B. Hales	5 Llandennis Avenue, Cyncoed, Cardiff.		12,000	
S. Dyer	The Crossways, Llanbadarn, Road, Aberystwyth, Cardigan.		12,000	
B. Herring	Englewood, Falcondale Road, Westbury-on- Trim, Bristol.		6,880	
A.J. Rayer	31 Llysawen Road, Cyncoed, Cardiff.		2,000	
M.L. Rayer	- do -		2,000	
P.J. Rayer	- do -		2,000	
J.L. Peacock	43a Llantrisant Road, Llandaff, Cardiff.		850	
C.S. Peacock	- do -		850	
continued.. Total				

Margin reserved for binding

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

00368352

Name of company

* DORSMAN LEASES (O LIMITED)

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 3

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [~~is to be treated as having come to an end~~][will come to an end]† on

Day Month Year

3 1 0 3 1 9 7 5

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is ~~still~~ in force

6. Signed

Designation: SECRETARY

Date 22.12.94

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Presentor's name address
telephone number and reference (if any):For official use
D.E.B.

Post room

A12 *A44EG7EX* 23
COMPANIES HOUSE 22/12/94