

No. of
Company

115137

Form No. 41

THE COMPANIES ACT, 1929.

REGISTERED
14 NOV 1947



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

Declaration of Compliance with the requirements of the Companies Act, 1929, on application for registration of a Company. Pursuant to Section 15 (2).

Name of
Company

MOORHOUSE ENTERTAINMENTS

Limited.

Presented by

MOORHOUSE, WOOD & CO. LTD.

75 REGENT STREET,
LONDON, W.1.

H. A. JUST & CO.,
Company Printers and Registration Agents
15, Portugal Street, Lincoln's Inn, W.C.2.

Telephone : HOLBORN 3151

I, Reginald Maurice Davis
of 22, Vallance Gardens, Hove, Sussex.

Do solemnly and sincerely declare that I am (a) a person
named in the Articles of Association as a Director

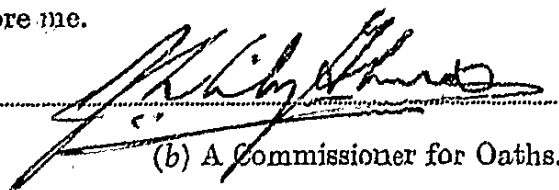
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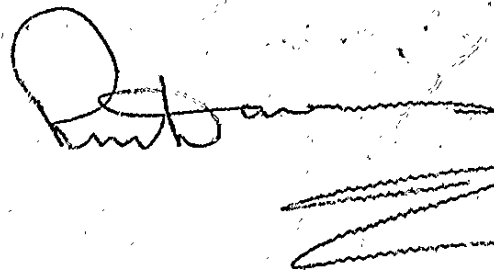
of MOORHOUSE ENTERTAINMENTS

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 4 Old Basington
Street in the City of
Westminster
the 5th day of November
one thousand nine hundred and forty-seven
before me.


(b) A Commissioner for Oaths.



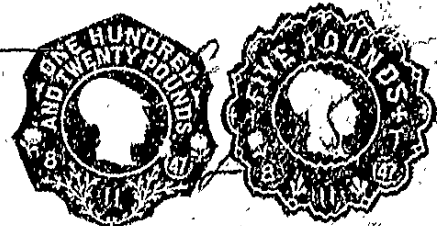
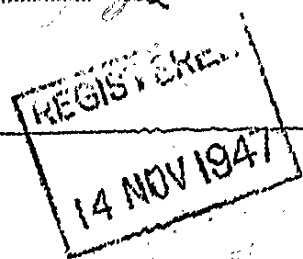
- (a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law-Agent")
"engaged in the formation," or "A person named in the Articles of Association
as a Director or Secretary."
(b) or Notary Public or Justice of the Peace.

No. of Company

137

2

Form No. 25

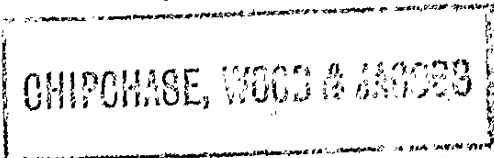


MOORHOUSE ENTERTAINMENTS
LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the
Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten
shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or
other Document, when the Company is registered.

Presented by:



74 NEWMAN STREET,
LONDON, W.1.

H. A. JUST & CO.,
Company Printers and Registration Agents,
15 Portugal Street, Lincoln's Inn, W.C.2.
Telephone: HOLBORN 9781

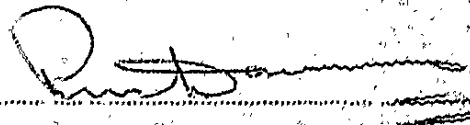


The NOMINAL CAPITAL of MOORHOUSE ENTERTAINMENTS

Limited,

is £ 25,000, divided into 25,000 shares of £ 1 each.

Signature



Description Director

Date 4 - NOV 1947



445137

3

THE COMPANIES ACT, 1929



COMPANY LIMITED BY SHARES.

REGISTERED

14 NOV 1944

Memorandum of Association

— OF —

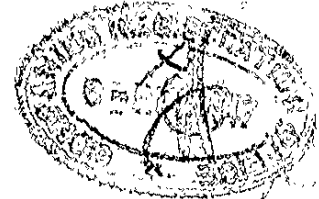
Moorhouse Entertainments Limited

1. The name of the Company is "MOORHOUSE ENTERTAINMENTS LIMITED".

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

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

- (a) To carry on business as entertainers, proprietors of swing boats, roundabouts, scenic railways, shooting galleries, billiard rooms, dance halls, pleasure boats, coconut stalls, and generally as amusement caterers and organisers; promoters, providers and managers of all kinds of entertainments, exhibitions, amusements, exercises, recreations, games, sports and pastimes, games and sports instructors; and as circus proprietors and showmen generally.
- (b) To construct, equip, maintain, carry on and manage theatres, music-halls, cinemas, concert halls, billiard rooms, and places of entertainment generally, with all necessary or usual offices, conveniences and accommodation.
- (c) To carry on business as restaurant and refreshment room proprietors, caterers, licensed victuallers, wine and spirit merchants, cigar and tobacco merchants and dealers; proprietors of traction engines, caravans, motor cars and vehicles; tourists', travellers' and advertising agents; and as electricians, engineers, garage proprietors, and entertainment and theatrical agents; sports outfitters, photographers, chemists, stationers, booksellers, publishers and dealers in leather goods, ornaments, cutlery, silverwear, metal goods, crockery, articles of domestic use, electrical goods, photographic apparatus and materials, clocks, watches and jewellery.



- (d) To manufacture, grow, import, buy, sell, exchange, clean, erect, instal, repair, alter, re-model, let or take on hire or otherwise deal in any plant, machinery, material, article or thing capable of being conveniently made, used or sold, in any of the businesses or trades aforesaid.
- (e) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and to carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.
- (f) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on or possessed of any property or rights suitable for serving or promoting the objects of this Company.
- (g) To apply for or acquire any patents, patent rights, brevet d'invention, licenses and concessions or any interest therein likely to be advantageous to the Company, and to test, manufacture, exercise, sell or grant licenses of or otherwise turn to account the same.
- (h) To search for, win, work, raise and prepare for the market and dispose of coal, clay, slate oil or other valuable substance of any kind in or under any property of the Company and to open and work mines, wells, and quarries, and to provide plant and other things necessary or desirable for any of the above purposes.
- (i) To negotiate for and acquire from any Government, authority, body or person any concession, charter, contract, right or privilege which it may seem advantageous to acquire, and to comply with, work, sell, lease or otherwise turn to account any such concession, charter, contract, right or privilege.

W

- (j) To sell, let on lease or otherwise deal with or dispose of the undertaking of the Company, or any part thereof (whether real or personal property) in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid-up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, farm, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (k) To promote or assist financially or otherwise in the promotion of any other company, or companies, either for the purpose of acquiring, working or otherwise dealing with all or any of the property, rights and liabilities of this Company or any property in which this Company is interested, or for any other purpose which may seem advantageous to this Company, and to subscribe for shares therein, or lend money thereto either with or without security as may be thought expedient.
- (l) To enter into any partnership or amalgamate with any person or body engaged or about to engage in any business or enterprise within the objects of this Company, and to enter into with any such person or body and give effect to any arrangement for co-operation, sharing profits, or mutual assistance, or generally any working arrangement which shall seem advantageous to this Company.
- (m) To borrow or raise or secure the payment of money by mortgage or charge or by the issue of debentures or debenture stock (perpetual or otherwise), or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets present and future including its uncalled capital.
- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments or securities.
- (o) To receive money on deposit or loan upon such terms as the Company may approve and to lend money or give credit to or to guar-

4

antee or secure the debts and contracts of customers and others with whom the Company shall have or contemplate dealings.

- (p) To promote or assist funds for the benefit of or to grant pensions, allowances, gratuities and bonuses, to employees or ex-employees of the Company, or the dependents of such persons, and to support or subscribe to any charitable institutions, clubs, societies or funds, or any association, company or fund having as an object the promotion or encouragement of trade or industry, whether the trade or industry in which this Company is engaged, or trade or industry generally.
- (q) To subscribe for, purchase or otherwise acquire, take, hold or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (r) To establish and carry into effect any scheme or arrangement for sharing profits with or giving bonuses to employees, whether involving the issue of shares or not, and generally to remunerate any person for services rendered wholly or partly by shares which may be issued as fully or partly paid.
- (s) To establish and regulate agencies at home and abroad for the purposes of the Company, and to procure the Company to be registered incorporated or recognised in any colony or foreign country as a trading corporation.
- (t) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (u) To distribute among the members in specie by way of dividend or bonus, or upon the return of capital, 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.

- (v) To pay the costs and expenses of and incidental to the promotion and establishment of the Company or to contract for the payment of the same or part thereof by others; and to pay commission as may be allowed by law to any person for underwriting, selling, placing or subscribing or assisting in the underwriting, selling, placing or subscribing of any shares, debentures, or other securities of the Company.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £25,000, divided into 25,000 shares of £1 each. If at any time the capital of the Company shall be divided into shares of different classes the rights attached to any class shall not be varied except in accordance with the provisions of Clause 3 of Table "A" in the First Schedule to the Companies Act 1929.

16

WE, the several persons whose names and addresses 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
<i>Reginald Maurice Davis</i> <i>22 Vallance Gardens House</i> <i>Company Director</i> <i>Leonard. Cooklin</i> <i>Upland Withdean Road</i> <i>Brighton</i> <i>Company Director</i>	<i>One</i> <i>one</i>

DATED this *4* day of *November* 1947.

WITNESS to the above signatures :-

[Signature]
74 Abchurch Lane
London E.C. 4.
Chartered Accountant



445137

4



THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

REGISTERED

14 NOV 1948

Articles of Association

— OF —

Moorhouse Entertainments Limited

PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" in the First Schedule to the Companies Act, 1929 (hereinafter referred to as "the Act") shall apply to the Company.

2. The Company is registered as a Private Company within the meaning of Section 26 of the Act, and accordingly :-

(A) The right to transfer shares is restricted in manner hereinafter provided.

(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 such employment, and have continued after the determination of that employment to be, members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.

(C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

3. The Share Capital of the Company is £25,000, divided into 25,000 Shares of £1 each.

SHARES.

4. In Clause 35 of Table "A" the words "subject to any direction to the contrary that may be given by the Company in General Meeting" shall be omitted.

5. The following provisions shall have effect and shall be added after Clause 6 of Table "A", viz :-

- (1) The Company may at any time pay a commission to any person for 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, but so that the amount or rate of commission shall not exceed 10 per cent of the price at which the shares are issued. Any such commission may be paid in cash or shares. The Company shall deliver to the Registrar of Companies a statement as required by Section 43 of the Act and shall otherwise comply with that Section and with Sections 44 and 108 and (where necessary) with Section 42.
- (2) The Company shall not be bound to recognise or take notice of any interest or claim of any kind in or to any share, other than the ownership of the registered holder for the time being, and the Company shall be entitled to treat such ownership as absolute, notwithstanding notice to the contrary.

LIEN.

6. The Company shall have a lien on every share, whether fully paid or not, and whether registered in the name of one or more members and accordingly in Clause 7 of Table "A" the words "not being a fully paid share" and "other than fully paid shares" shall be omitted; and the words "a single person" shall be deleted and the words "any member, whether alone or jointly with other members" shall be substituted therefor.

CALLS ON SHARES.

7. In Clause 11 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal amount of the share or be payable at less than one month from the last call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES.

8. Clauses 19 to 22 (both inclusive) of Table "A" shall not apply to the Company.

9. Except as provided by Article 10 hereof no transfer of a share shall be made without the previous approval of the Directors and the Directors may withhold such approval :-

- (1) If the Company has a lien on the shares.
- (2) If they do not approve of the proposed transferee.

- (3) If the effect of the transfer will be to contravene Article 2 hereof.

10. Any share may be transferred by a member to another member or any son or daughter or wife or husband of such member. The executors or administrators of a deceased member may either be registered in their own names as shareholders in respect of any share of a deceased member or may transfer the same to the widow or widower, father or mother, or any child or grandchild or sister or brother of such deceased member to whom such deceased member may have bequeathed the same whether specifically or as part of the residue of his or her estate and shares standing in the names of the trustees of any member or of testamentary trustees of any deceased member may be transferred upon any change of trustees to the trustees at the time being of the settlement or will.

11. Except in accordance with Article 10 hereof no transfer of a share shall be made to any person who is not a member except upon the following conditions :-

- (1) The share shall first be offered to the members at the market price to be ascertained in accordance with Article 12 hereof.
- (2) Should the members within fourteen days of the share being offered to them in writing accept the share on behalf of one or more of their number, the share shall be transferred accordingly. If more than one member shall accept such offer the shares offered shall be divided amongst them in proportion as nearly as circumstances admit to the amount of their existing shareholdings and any number of shares which cannot be so divided shall be allocated to the members accepting such offer by lots to be drawn by the Chairman at a Meeting of the Members accepting such offer. Payment shall be made for the same within a period of three months from the date of such acceptance and pending such payment the Transferor shall retain the said shares and be entitled to all rights accruing in respect thereof.
- (3) If all the members decline, or do not accept or decline the offer within fourteen days of such offer in writing being made, the shareholder shall be at liberty to deal with the share as he may think fit, subject only to Article 9 hereof.

12. The market price of the shares of the Company for the purpose of these Articles shall be ascertained as follows :-

- (1) At or immediately after the Ordinary General Meeting in each year the Company's Auditor shall fix in writing the price of the shares of each class.

- 40
- (2) Prior to the first Ordinary General Meeting and also in the event of an omission by the Company to fix such value at any Ordinary General Meeting, the Auditors shall fix such value when requested by the Directors to do so.
 - (3) There shall be added to such price interest as hereinafter mentioned on the amounts paid up on such shares calculated from the date up to which the balance sheet of the Company laid before such Ordinary General Meeting has been made to the date of payment of the purchase price of the shares.
 - (4) There shall be deducted from such price and interest any dividends declared subsequent to such Ordinary General Meeting.
 - (5) The interest to be added to the said sum so fixed shall be at a rate equal to the average of the dividends (exclusive of bonuses) paid by the Company upon its Ordinary Shares during the three years immediately preceding the completion of the purchase of the shares or during any shorter period which may have elapsed since the incorporation of the Company.
 - (6) The said price so fixed, with the addition of interest and the deduction of dividends as hereinbefore mentioned shall be final and binding and shall be the market price until the same shall be again fixed in manner aforesaid.

13. No transfer shall be made to an infant or person of unsound mind.

14. Every instrument of transfer shall be left at the office for registration, accompanied by a certificate of the shares to be transferred, and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares. All instruments of transfer which shall be registered shall be retained by the Company. Any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same. A fee not exceeding 2/6d. may be charged for each transfer and shall, if required by the Directors, be paid before the registration thereof. The transfer books may be closed during such time as the Directors think fit, not exceeding in the whole thirty days in each year.

15. The Executors or Administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member. In case of the death of any one or more of the joint holders of any shares, the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares.

16. Any person becoming entitled to shares in con-

sequence of the death, lunacy or bankruptcy of any member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Directors think sufficient, may with the consent of the Directors (which they shall not be under obligation to give) be registered as a member in respect of such shares, or transfer such shares, subject to the regulations as to transfers hereinbefore contained.

ALTERATION OF CAPITAL.

17. In Clause 34 of Table "A" the words "Special Resolution" shall be substituted for the words "Ordinary Resolution".

CONVERSION OF SHARES INTO STOCK.

18. Clauses 30 to 33 inclusive of Table "A" shall not apply.

GENERAL MEETINGS.

19. In Clauses 39 and 41 of Table "A" the words "one member" shall be substituted for the words "two members".

PROCEEDINGS AT GENERAL MEETINGS.

20. Two members personally present shall form a quorum and accordingly in Clause 45 of Table "A" the word "two" shall be substituted for the word "three".

21. One member may demand a poll and Clause 50 of Table "A" shall be deemed to be altered and modified accordingly.

22. Any Ordinary Resolution of the Company determined on without any General Meeting and evidenced by writing under the hands of all the Directors or a sole Director and of members of the Company holding three-fourths of the issued shares of the Company shall be as valid and effectual as an Ordinary Resolution duly passed at a General Meeting of the Company, subject to Section 50 of the Companies Act, 1929.

DIRECTORS.

23. Clauses 64 and 66 of Table "A" shall not apply, and the following clauses shall be substituted therefor, viz :-

64. The number of Directors shall not be more than five but need not exceed one, but the Company in General Meeting may vary these limits. The first Directors shall be Kenneth Frederick Moorhouse, Charles Bernard Taylor, Reginald Maurice Davis and Will Collins.

66. The qualification of a Director shall be the holding of shares in the Company to the nominal value of £1. A Director may act before acquiring his qualification, but it shall be his duty unless previously qualified to obtain his qualification within two months after his appointment.

24. If and so long as there is a sole Director of the Company he shall have authority to exercise all the powers, authorities and discretions by Table "A" or these presents or otherwise vested in the Directors generally.

25. Clause 69 of Table "A" shall not apply and the following Clause shall be substituted therefor:-

69. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money to any amount for the purposes of the Company's business and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue bonds, debentures or debenture stock (perpetual or redeemable) either charged upon the whole or any part of the assets or property of the Company or not so charged.

DISQUALIFICATION OF DIRECTORS.

26. Clause 72 of Table "A" shall not apply, and the following clause shall be substituted therefor:-

72. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification within two months from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt.
- (C) Becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Act.
- (D) Is found lunatic or becomes of unsound mind
- (E) Is absent from Directors' Meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

Provided that any Director may make or be

173

interested in any contract or arrangement with the Company as if he were not a Director and shall not be liable to account for any profit arising out of such contract or arrangement, provided nevertheless that such Director shall disclose the nature of his interest in any contract or arrangement or proposed contract or arrangement in manner provided by Section 149 of the Act. A Director shall be entitled to vote upon any contract in which he is interested provided he shall have disclosed his interest as aforesaid.

27. A Director may hold any position or office of profit under the Company in addition to his Directorship except that of Auditor, and the terms and conditions of his employment may be fixed by the Board.

ROTATION OF DIRECTORS.

28. In Clause 73 of Table "A" the words "the whole of the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS.

29. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed shall be two. Clause 82 of Table "A" shall be deemed to be modified accordingly.

30. A resolution determined on without any meeting of Directors and evidenced by writing under the hands of all the Directors, or of a sole Director, or of all the members of a committee, or of a sole member of a committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such committee.

ACCOUNTS.

31. Clause 101 of Table "A" shall not apply.

NOTICES.

32. Clause 104 of Table "A" shall be deleted and the following substituted therefor :-

104. Notices may be served on members who have no registered address in the United Kingdom and who have not notified an address within the United Kingdom for the giving of notices to them, by exhibiting the same at the Company's Registered Office for twenty four hours at the expiration of which period it will be deemed to have been served upon them.

84

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Reginald Maurin Davis
22 Vallance Gardens House
Company Director

Leonard. Cookson,
Upland. Withdean Rd
Brighton
Company Director.

DATED this 4th day of November 1947.

WITNESS to the above signatures :-

S. A. Fisher
per Norman Strat
London W.7.
Chartered Accountant

DUPLICATE FOR THE FILE

No. 445137



Certificate of Incorporation

I Hereby Certify, That

MOORHOUSE ENTERTAINMENTS LIMITED

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

Given under my hand at London this Fourteenth day of
November One Thousand Nine Hundred and Forty-seven.

[Signature]
FCP Registrar of Companies.

Certificate
received by

K.C. Talbot - Chipchase Wood & Jacobs. 74.
Newman St. London W.1.

Date *14/11/47*

11/67
11/68

No. of Certificate 445187/10

"The Companies Act, 1929"

COMPANY LIMITED BY SHARES.

(COPY)

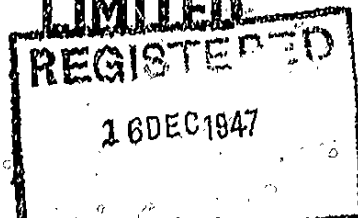
SPECIAL RESOLUTION

[Pursuant to The Companies Act, 1929, Section 117 (2)]

OF

MOORHOUSE ENTERTAINMENTS LIMITED

Passed the 16th day of December, 1947.



At an Extraordinary General Meeting of the ~~Members of the~~ above named Company, duly convened, and held at 74, Newman Street, London, W.1, on the 16th day of December, 1947, the following SPECIAL RESOLUTION was duly passed:—

That the following Article be substituted for Article 23 of the Company's Articles of Association:—

"23. Clauses 64 and 66 of Table "A" shall not apply and the following Clauses shall be substituted therefor, viz:—

64. The number of Directors shall not be more than nine but need not exceed one. The first Directors shall be Kenneth Frederick Moorhouse, Charles Bernard Taylor, Reginald Maurice Davis and Will Collins.
66. The qualification of a Director shall be the holding of shares in the Company to the nominal value of £1. A Director may act before acquiring his qualification but it shall be his duty unless previously qualified to obtain his qualification within two months after his appointment."


CHAIRMAN.

No. of Certificate : 445137.

13



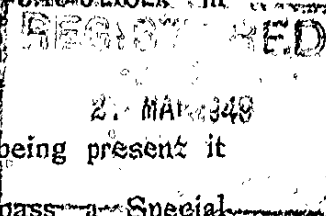
"The Companies Act, 1948"

MOORHOUSE ENTERTAINMENTS
LIMITED

Special Resolution

DATED 24th MARCH 1949.

A Meeting of Members of Moorhouse Entertainments Limited at 74, Newman Street, London, W.1. on Thursday the 24th day of March, 1949 at 3.15 o'clock in the afternoon.



(1) All the Members of the Company entitled to vote being present it agreed to dispense with the 21 days' notice necessary to pass a Special Resolution.

(2) The following Special Resolution was duly passed :-

"That the name of the Company be changed to Aquarium Entertainments Limited and that application be made to the Board of Trade to sanction such change."

Meeting then terminated.

L. Cooper
CHAIRMAN.

25 MAR 1949

Number of
pany } 445137

Form No. 10.

"The Companies Acts, 1929 and 1947."

COMPANY HAVING A SHARE CAPITAL.



Ad valorem
Companies
Fee Stamp
(including
Registration
Fee of 5s.)
must be
impressed
here.

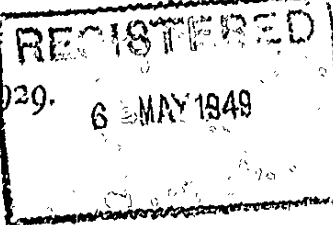
Notice of Increase in the Nominal Capital

OF

AQUARIUM ENTERTAINMENTS

LIMITED.

Pursuant to Section 52 of The Companies Act, 1929.



CERTIFICATE ESTRAND, LONDON."

Telephone No.: HOLBORN 0434

JORDAN & SONS, LIMITED,

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

nted by

74 NEWMAN STREET,

LONDON, W.1.

Notice of Increase in the Nominal Capital

OF

AQUARIUM ENTERTAINMENTS

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 52 of The Companies Act, 1929, that by (a) Special Resolution of the Company dated the 29th day of April, 1949 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 100 beyond the Registered Capital of £ 25,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
2,000	"A" Shares	One Shilling

The conditions (e.g. voting rights, Dividends, &c.) subject to which the new Shares have been or are to be issued are as follows:—

- (i) The right to one-half of the profits of the Company which in each year it shall be determined to distribute by way of dividend.
- (ii) The right to one-half of the surplus assets of the Company which, in a Winding-up, shall remain after paying off the whole of the paid up capital, including that paid up on the "A" Shares.
- (iii) Each of the said "A" Shares shall confer on the holder the right to one vote at a General Meeting of the Company.

Signature

Description (c) Secretary

Dated the 29th day
of April, 1949.

by Number.....

445137

REGISTERED

31 MAR 1949



B

Case: C.R. 98/364/48

BOARD OF TRADE

COMPANIES ACT, 1948

MOORHOUSE ENTERTAINMENTS

Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act,

the Board of Trade hereby approve of the name of the above-named Company

changed to **AQUARIUM ENTERTAINMENTS LIMITED**

Signed on behalf of the Board of Trade

This 31st day of March 1949.

A. I. Ruby
Authorised in that behalf by the
President of the Board of Trade.



A 4251

DUPLICATE FOR THE FILE

No. 445137



Certificate of Change of Name

I Hereby Certify that

MOORHOUSE ENTERTAINMENTS LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

AQUARIUM ENTERTAINMENTS LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this thirty-first day of March One thousand nine hundred and forty five.

R. G. G. G.
Registrar of Companies.

Certificate received by *Ala. Hall*

Chubb & Co. Wood & Jacobs

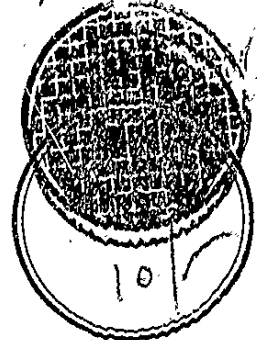
Date 4. April 1945

Number of
Company

445137

Form No. 26.

THE STAMP ACT, 1891; THE REVENUE ACT, 1903;
and THE FINANCE ACT, 1933.



Inland
Revenue
Duty Stamp
to be
impressed
here.

COMPANY HAVING A SHARE CAPITAL.

Statement of Increase of the Nominal Capital

OF

AQUARIUM ENTERTAINMENTS

LIMITED,

6 MAY 1949

Pursuant to Section 112 of The Stamp Act, 1891; Section 15 of
The Revenue Act, 1903; and Section 41 of The Finance Act, 1933.

The Statement has to be registered with the Notice of Increase in the
Nominal Capital and printed copy of the Resolution authorising the
increase required under Section 52 of The Companies Act, 1929.

RG-80762

RAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0424 (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

CHIPCHASE, WOOD & CO

74 NEWTON STREET
LONDON, W.1.

THE NOMINAL CAPITAL

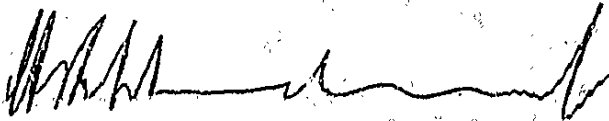
OF

AQUARIUM ENTERTAINMENTS

LIMITED,

has, by a Resolution of the Company dated the 29th day
of April, 1949 been increased by the addition thereto of the
sum of One Hundred Pounds,
divided into 2,000 "A" Shares
of One Shilling each,
beyond the Registered Capital of Twenty-Five Thousand
Pounds

Signature



Description

Secretary

Dated the 29th day

of April 1949

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

18
"The Companies Act, 1948"

COMPANY LIMITED BY SHARES

(COPY)

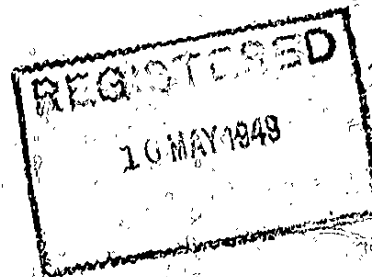
Special Resolution

(Pursuant to the Companies Act, 1948, Section 141 (2))

OF

Aquarium Entertainments Limited

Passed the 29th day of April, 1949.



At an Extraordinary General Meeting of the Members of the above named Company, duly convened, and held at 74, Newman Street, London, W.1, on the 29th day of April, 1949, the following SPECIAL RESOLUTION as duly passed:—

"That the capital of the Company be increased to £25,100 by the creation of 2,000 new shares of 1/- each, to be called "A" Shares, which shall confer on the holders thereof rateably and in proportion to the number of the "A" Shares, held by them respectively the rights following, that is to say:—

- (i) The right to one-half of the profits of the Company which in each year it shall be determined to distribute by way of dividend.
- (ii) The right to one-half of the surplus assets of the Company which, in a Winding-up, shall remain after paying off the whole of the paid up capital, including that paid up on the "A" Shares.
- (iii) Each of the said "A" Shares shall confer on the holder the right to one vote at a General Meeting of the Company."

L. Leokelin
Chairman.

A-3523

E323

7/2
No: 445137

99

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

AQUARIUM ENTERTAINMENTS LIMITED

(Passed on 18th January 1984)

AT AN EXTRAORDINARY GENERAL MEETING of the Company held on 18th January 1984 the following Resolution was passed as an ORDINARY RESOLUTION:-

THAT:-

RESOLUTION

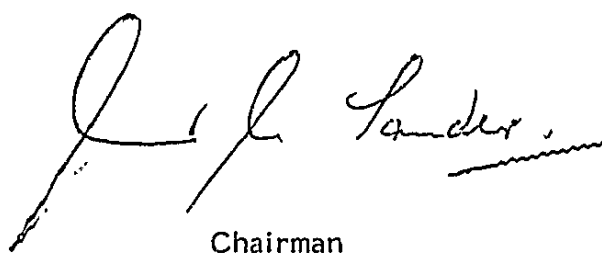
THAT:

(a) the capital of the Company be increased from £55,000 to £145,000 by the creation of 75,000 shares of £1 each such new shares to be Ordinary Shares and 300,000 Shares of 5p each such new shares to be 'A' Ordinary Shares; and



(b) it is desirable, the Directors having so recommended to capitalise the sum of £90,000 being part of the sum standing to the credit of the Profit and Loss Account of the Company and accordingly that such sum be set free for distribution amongst such members as at the close of business on 1st September 1983 were holders of the Ordinary Shares of £1 each and the 'A' Ordinary Shares of 5p each in the capital of the Company in the proportions in which such members would have been entitled thereto if distributed by way of dividend in respect of such Ordinary Shares of £1 each and 'A' Ordinary Shares of 5p each on condition that the same be not paid in cash but be applied in paying up in full 75,000 unissued Ordinary Shares of £1 each and 300,000 unissued 'A' Ordinary Shares of 5p each in the capital of the Company (hereinafter respectively called "the "Ordinary Shares" and "the 'A' Ordinary Shares") to be allotted and distributed credited as fully paid to and amongst such members respectively in the proportions aforesaid (as nearly as may be) but so that no fraction of an Ordinary Share or an 'A' Ordinary Share shall be allotted and that the Directors do make all necessary allotments and appropriations accordingly and that the shares so distributed do rank for all dividends hereafter declared and be treated for all purposes as an increase of the nominal amount of the capital of the Company held by such members and not as income.

Dated this 18th day of January 1984



Chairman

G

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

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

To the Registrar of Companies

For official use Company number

[100]

445137

Name of Company

AQUARIUM ENTERTAINMENTS Limited*

*delete if
inappropriate

†delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special]† resolution of the company dated 18th January 1984

the nominal capital of the company has been increased by the addition thereto of the sum of
£90,000 beyond the registered capital of £55,000

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
75,000	ORDINARY	£1-00
300,000	'A' ORDINARY	£0-05

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

AS in Articles of Association

Please tick here if
continued overleaf

☐

†delete as
appropriate

Signed

AKK Shen

[Director] [Secretary]: Date

18/1/84

Presentor's name, address and
reference (if any):

The Company
ETC/101 Great Portland
Street W1

For official use
General section

77

Post room



THE COMPANIES ACTS 1948 TO 1981

A

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

Pursuant to section 3(1) of the Companies Act 1976

3

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

1 1 2

445137

Name of company

AQUARIUM ENTERTAINMENTS

Limited*

*delete if
inappropriate**Note**Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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 as shown below:

Day Month

3 1 1 2

†delete as
appropriate

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 1 2 1 9 8 4

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

M. H. Shen

[Director] [Secretary] † Date 1-2-1985

Presenter's name, address and
reference (if any):

HAROLD EVERETT WREFOED & CO
CHARTERED ACCOUNTANTS
HARFORD HOUSE,
103 GREAT PORTLAND STREET,
LONDON W1N 6BH

For official use

General section

Post room



THE COMPANIES ACT 1985

Company Limited by Shares

SPECIAL RESOLUTION

OF

AQUARIUM ENTERTAINMENTS LIMITED

passed on 16th March 1990

At an Extraordinary General Meeting of the Members of the above-named Company duly convened and held at Mountcliff House, 154 Brent Street, London NW4 on the 16th day of March 1990, the following Special Resolution was duly passed:~

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be amended as follows:~

1. Following Clause 3(o) the following clause is to be inserted and identified as Clause 3(o)(i)

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity so as to be an independent object of the Company to give indemnities of all kinds and to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any Company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any Company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any Company which is contemplated to become the Company's Holding Company or a subsidiary of the Company's Holding Company, or otherwise associated with the Company in the business or of any Company, firm or person which the Directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

COMPANIES HOUSE
14 JUN 1990

2. The ultimate paragraph of the objects clause commencing with the words "And of the foregoing" and ending with "any other object of the Company" should be deleted and the following paragraph should be inserted in its place.

"Each of the objects set out in this clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancilliary to, any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company so that the Company shall have as full power to exercise each of such objects as if it were the object of a separate Company".

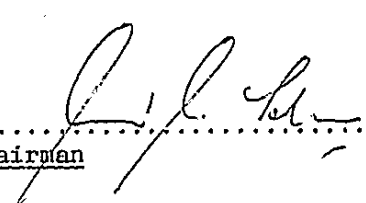
..... *J. J. Lander*
CHAIRMAN

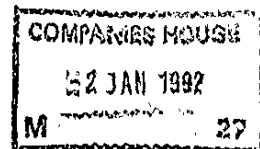
Company No. 51374

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
AQUARIUM ENTERTAINMENTS LIMITED

PASSED ON
13TH DAY OF DECEMBER 1991

At an extraordinary general meeting of the company duly convened and held at Harford House, 101-103 Great Portland Street, London W1N 6BH on 13th December 1991, the attached resolutions were passed as Special Resolutions.


.....
Chairman



Company No. 445137

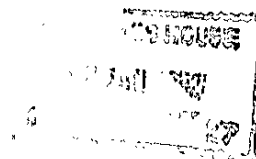
SPECIAL RESOLUTIONS
OF
AQUARIUM ENTERTAINMENTS LIMITED

PASSED ON

13TH DECEMBER 1991

1. THAT the Authorised Share Capital of the company be increased from £145,000 to £395,000 by the creation of 250,000 9% Redeemable Preference Shares of £1 each, ranking pari passu in all respects with the existing Preference shares in the capital of the company, having the same rights and conditions as set out in the Special Resolutions that were passed on 8th March 1968 except that the holders of the 9% Redeemable Preference Shares will be entitled to a fixed preferential dividend at the rate of 9% per annum.
2. THAT with effect from the time of passing of this resolution the directors be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £250,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority.

.....
Chairman



G.

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

4451372

Name of company

* AQUARIUM ENTERTAINMENTS LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 13TH DECEMBER 1991 the nominal capital of the company has been
increased by £ 250,000 beyond the registered capital of £ 145,000.

§ the copy must be
printed or in some
other form approved
by the registrar

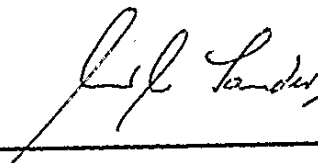
A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

TERMS AND CONDITIONS AS SET OUT IN THE
SPECIAL RESOLUTIONS PASSED ON 8TH MARCH 1968
ON EXISTING REDEEMABLE PREFERENCE SHARES
EXCEPT THAT THE HOLDERS OF THE 9% REDEM-
-ABLE PREFERENCE SHARES WILL BE ENTITLED
TO A FIXED PREFERENTIAL DIVIDEND OF AT
A RATE OF 9% PER ANNUM.

Please tick here if
continued overleaf☐‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation ‡

DIRECTOR

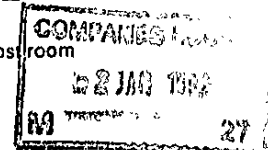
Date 12/12/91

Presenter's name address and
reference (if any):

HAROLD EVERETT WREFORD
CHARTERED ACCOUNTANTS
HARFORD HOUSE
101-103 GREAT PORTLAND STREET
LONDON W1N 6BH

For official Use
General Section

Post room



G

COMPANIES FORM No. 225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

445137

Name of company

* AQUARIUM ENTERTAINMENTS LIMITED

* Insert full name of company

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 0 0 9

Note

Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3 0 0 9 1 9 9 2

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

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

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 section 225(6) 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

Signed [Signature] Designation: DIRECTOR Date 11/09/92

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

Presenter's name address and reference (if any):

HAROLD EVERETT WATFORD
Chartered Accountants
HAYFORD HOUSE
103 GREAT PORTLAND STREET
LONDON W1N 6AHFor official Use
General Section

Post room

COMPANIES HOUSE
11 9 SEP 1992
M 3

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

445137

Name of company

* AQUARIUM ENTERTAINMENTS LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 17th SEPTEMBER 1992 the nominal capital of the company has been
increased by £ 250,000 beyond the registered capital of £ 395,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

TERMS AND CONDITIONS AS SET OUT IN THE
SPECIAL RESOLUTIONS PASSED ON 13TH
DECEMBER 1991 ON EXISTING 9%
REDEEMABLE PREFERENCE SHARES.

Please tick here if
continued overleaf‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

H. J. Everett

Designation: DIRECTOR

Date

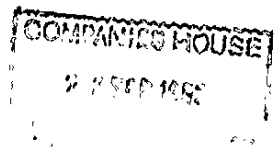
17/9/92

Presentor's name address and
reference (if any):

HAROLD EVERETT
WRETFORD
HARFORD HOUSE
101 GREAT PORTLAND
ST. LONDON W1N
6BH

For official Use
General Section

Post room



Company No. 4451371

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
AQUARIUM ENTERTAINMENTS LIMITED
PASSED ON
17TH DAY OF SEPTEMBER 1992

At an Extraordinary General Meeting of the Company duly convened and held at Harford House, 101-103 Great Portland Street, London W1N 6BH on 17th September 1992, the attached resolutions were passed as Special Resolutions.

.....
CHAIRMAN

