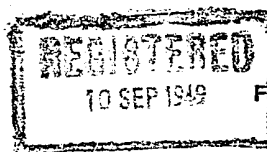


No. of Company

472779/1



Form No. 41

THE COMPANIES ACT, 1948.



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

Declaration of Compliance

with the requirements of the Companies Act, 1948,
on application for registration of a Company.

Pursuant to Section 15 (2).

Name of Company:

Wellfun

LIMITED.

Presented for filing by

John Arnold & Co

Sarban Chamber

London E.C.1

H. A. JUST & CO.,

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

I, Harry Ripson
of 47 College Road
Wembley

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

of Wellfire (9)
Limited,

and That all the requirements of the Companies Act, 1948, 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 Bank Chambers,
1 Commercial Street,
Stepney in the County of London
the 1st day of September
one thousand nine hundred and forty-nine
before me.

Bl. Perry (B.A. PERKINS)

(b) Commissioner for Oaths.

Harry Ripson

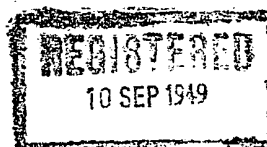
(a) "A Solicitor of the Supreme Court" (or in Scotland "by a Solicitor")
"engaged in the formation" or "A person named in the Articles of Association
as a Director or Secretary."

(b) or Notary Public or Justice of the Peace.

No. of Company

472779

2



Form No. 25



Well firm

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

Cohen Tinsley & Co

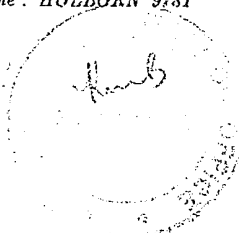
Barbican & Hambro

Ltdn F.C. 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.....

Wellfurn..... Limited,

is £ 500 , divided into Ordinary shares of £ one each.

Signature.....

Harry Ripson

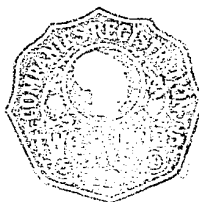
Description.....

DIRECTOR.

Date 31st August 1949



472779/3



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES



Memorandum of Association
— OF —
WELLFIRM LIMITED

1. The name of the Company is :- "WELLFIRM LIMITED".

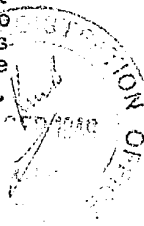
2. The Registered Office of the Company will be situate in England.

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

(a) To invest the moneys of the Company on the security or in the acquisition of houses, buildings, shops, lands, leases, under-leases, rights or privileges, or of any stocks, shares, debentures, debenture stock, bonds, obligations or securities of any government, state, or authority, or of any public or private company, corporate or unincorporate, and to hold and from time to time to vary or dispose of the same, but so that such properties as aforesaid and any properties acquired in substitution therefor shall be acquired for the purpose of investment only, and so that the carrying on by the Company of any trade or business of dealing therein or in any properties whatsoever shall not be deemed to be hereby authorised.

(b) To acquire any such houses, buildings, shops, lands, leases, underlease, rights, privileges, stocks, shares, debentures, debenture stocks, bonds, obligations or securities aforesaid by purchase, lease, concession, grant, license, subscription, exchange or otherwise, and to exercise and enforce all rights and powers conferred by or incident to the tenure or ownership thereof as the case may be; to manage, lease, grant licenses or concessions in respect of, exchange, mortgage or charge all or any part of the Company's property.

277



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to any person, firm or company, on such terms and with such conditions as may seem desirable, subject to such conditions as may seem desirable.
- (j) To guarantee the performance of contracts, debentures, charges, obligations, securities, money, formance of contracts, any other company, indemnities and and to enter into joint purse arrangements with any persons, firm or company, its objects similar to the objects of this Company or
- (k) To borrow or raise money on behalf of the Company, in particular, by the issue of shares or debenture stock, or any of the Company's present and future capital, and to pay the same at any time paid.
- (l) To draw, make, accept, execute and issue bills of exchange, drafts, promissory notes, or other negotiable instruments.
- (m) To purchase, subscribe, acquire and hold any shares, interests in, or company or company's property.
- (n) To remunerate any person, firm or company for services rendered to the Company, placing or disposing of shares in the Company, debentures, debentures, securities of the Company, or the formation of the Company or the conduct of the Company.
- (o) To pay out of the Company's funds all costs and expenses incurred by the Company in the formation of the Company and debentures and commission.

2

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ange, improve,
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, accept sur-
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and effects,
alter, develop
any building or
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business.

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or assets of
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Company in or
subject to such
pedient.

- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £500 divided into 500 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons
are subscribed as
a Company in pursuance of the
Association, and we
number of shares
set opposite our

NAKES, ADDRESSES
of SUBS

Harryhipson
(4), Colledge
Teacher

Alan Hipson
89, F...

DATED this 3

WITNESS to the ab

A. C.

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for the purpose
of the property
of this Company
which may seem
calculated to
this Company.

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of funds or
benefit employees
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salaried office
Company) or the
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Company is £500
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nd advantages
he Articles of
prescribe.

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.
Harry Lipson, (14), College Rd., Wembley. Teacher Merchant	ONE
Alan Lipman 89, Kingsbury Park Rd London N4 Clerk	One

DATED this 31st day of August 1949.

WITNESS to the above signatures :-

J. Cohen

1. G. Cohen

London E. 5

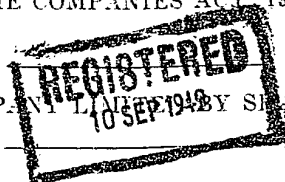
Accountant

472779/4

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.



Articles of Association
— OF —
WELLFIRM LIMITED

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part 11 of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part 1 of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 93.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTOR

9. The number less than one nor more of the first Director

10. A person may notwithstanding that age of 70 years and not to vacate office by reason of any other age.

11. Subject to the 199 of the Act, a Director and participate in the or arrangement with the not a Director. A Director of voting in respect of arrangement, where he has his interest to the his appointment to any under the Company or terms thereof and may at any meeting at which sidered.

BORROWING POWERS

12. The Directors powers of the Company in excess of the nominal capital of the Company or not, and to mortgage taking property and a part thereof, and to purchase stock, and other right or as security obligation of the Company

ALTERNATE

13. Any Director who go abroad may by notice pany appoint some other nate or substitute or such alternate Director the same rights and Any person who has been in like manner, removed pointed him.

DIRECTORS.

9. The number of Directors shall not be less than one nor more than five and the name of the first Director shall be H. Lipson

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

Clause 11 of Part
all shares,
to all shares
person indebted
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Table "A" shall
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is already a
ive notice in
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Dispose of such
of the Company
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the Company as
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notice the Dir-
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MEETINGS.

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show of hands
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ng the minutes
shall be con-
hout proof of
votes recorded
olution. The
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INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Harry Lipson,
47, College Road,
Wembley.
Teacher Merchant

Alan Lipman
89, Finisbury Park Rd
London N.4.
Clerk.

DATED this 31st day of August 1949.

WITNESS to the above signatures :-

A. Cohen
11, Grosvenor Rd
London E.3
Accountant

DUPLICATE FOR THE FILE.

No. 472779



Certificate of Incorporation

I Hereby Certify, That

WELLFIRM LIMITED

is this day Incorporated under the Companies Act, 1948

and that the Company is Limited.

Given under my hand at London this Tenth day of

September

One Thousand Nine Hundred and Forty-nine.

[Signature]
Registrar of Companies.

Certificate)
received by)

[Signature]

Date 12-9-49

X

No. 472719 / 45

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION

of
WELLFIRM LIMITED

Passed 29th January, 1968.

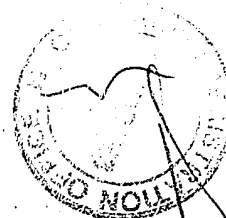
At an Extraordinary General Meeting of the above Company duly convened and held on 29th January, 1968, the following Special Resolution was passed: -

SPECIAL RESOLUTION

- " THAT the Memorandum of Association of the Company be altered by deleting paragraph (i) of Clause 3 and substituting therefor the following: -
- " (i) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities of any person, firm or company."

W. G. STERN,

CHAIRMAN.



472779/46

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

TO INVEST IN *Real Estate*

WELLFIRM LIMITED

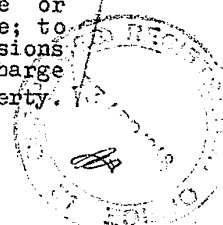
(As amended by Special Resolution Passed the 29th day of January, 1968)

1. The name of the Company is :- "WELLFIRM 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 invest the moneys of the Company on the security or in the acquisition of houses, buildings, shops, lands, leases, underleases, rights or privileges, or of any stocks, shares, debentures, debenture stock, bonds, obligations or securities of any government, state, or authority, or of any public or private company, corporate or unincorporate, and to hold and from time to time to vary or dispose of the same, but so that such properties as aforesaid and any properties acquired in substitution therefor shall be acquired for the purpose of investment only, and so that the carrying on by the Company of any trade or business of dealing therein or in any properties whatsoever shall not be deemed to be hereby authorised.
- (b) To acquire any such houses, buildings, shops, lands, leases, underlease, rights, privileges, stocks, shares, debentures, debenture stocks, bonds, obligations or securities aforesaid by purchase, lease, concession, grant, license, subscription, exchange or otherwise, and to exercise and enforce all rights and powers conferred by or incident to the tenure or ownership thereof as the case may be; to manage, lease, grant licenses or concessions in respect of, exchange, mortgage or charge all or any part of the Company's property.



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(i) To lend or companies expedient and any person, contract of covenant or the undertaking (including out prejudice or without as aforesaid premiums, in under any ob or company.

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(i) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities of any person, firm or company.

(j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

(k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.

(m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.

(n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £500 divided into 500 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

Certified that this is a true copy of the Memorandum of Association as amended by Special Resolution Passed the 29th day of January, 1968 and that the amendment slip on Page 3 was printed by letterpress process.

.....Director.