

Number of
Company

750062

Form No. 41

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
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).

Insert the
Name of the
Company.

B. W. LEASING
LIMITED

ed by

R. E. ALLEN,

13 GROSVENOR CRESCENT,

HYDE PARK CORNER, LONDON, S. W. 1.

SOLICITOR.

The Solicitors' Law Stationery Society, Limited
101-102 Fleet Street, E.C.4; 3 Bucklebury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Manover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Robert Edward Allen,

of 13 Grosvenor Crescent, Hyde Park Corner,

London, S. W. 1.

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

Do solemnly and sincerely declare that I am ("A Solicitor

of the Supreme Court engaged in the formation

of

R. W. LEASING

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 5 Upper Belgrave Street

in the County of London

the sixth day of February
one thousand nine hundred and sixty-

Three

Before me,

R. E. Allen

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

Number of
Company

750062

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL
OF

B. W. LEASING

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £ 10,000

Signature

R. E. ALLEN,

13, Grosvenor Crescent, Hyde Park Corner,
London, S. W. 1. - Solicitor engaged in

Description the formation.

Dated the 6th day of February 1963

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

R. E. ALLEN,

13, GROSVENOR CRESCENT,

HYDE PARK CORNER, LONDON, S.W.1. - SOLICITOR.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

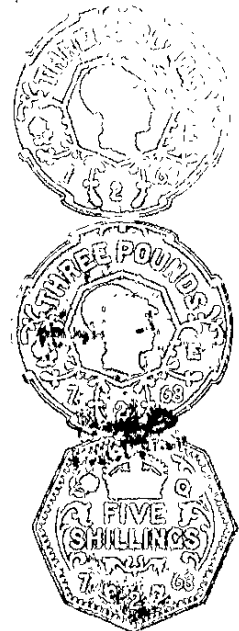
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Company, 6



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The Companies Act, 1948



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

B. W. LEASING LIMITED

1. The name of the Company is "B. W. LEASING 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 manufacture, purchase, hire, acquire and alter and to lease, let on hire with or without option to purchase, sell and grant facilities to persons or companies for hiring, letting and purchasing on deferred payment system or otherwise and to dispose of and deal generally in all kinds of aircraft, appliances, boats, consumable articles, engines, equipment, goods, machines, plant, ships, vehicles, vessels and other chattels and effects both wholesale and retail.
 - (B) To carry on, execute and undertake any business, operation, transaction and undertaking which may be lawfully carried on, executed and undertaken by bankers, brokers (including insurance), capitalists, concessionaires, contractors, financiers, investment agents, merchants, manufacturers and ships owners.
 - (C) To establish or acquire and carry on any other business whatsoever which the Company may consider desirable to carry on in conjunction with the above business or with a view to increasing the value of any of the assets of the Company, and to take over all or any of the assets



and liabilities of any company, firm or person carrying on any business which this Company may lawfully carry on.

- (D) To purchase or otherwise acquire and hold any real or personal property of any kind whatsoever (whether in England or elsewhere) which the Company may consider convenient for the purposes of its business.
- (E) To plan, lay out, build, construct, maintain, repair, alter or adapt any buildings, plant, machinery, apparatus, roads, railways, tramways, watercourses, and other works of any kind whatsoever which the Company may consider convenient for the purposes of its business.
- (F) To apply for and obtain or to purchase or otherwise acquire, and to hold any patents, patent rights, secret processes, rights, licences and concessions.
- (G) To underwrite, subscribe for, purchase or otherwise acquire, and to hold any securities, debentures, stocks or shares of any other company, and to guarantee any securities or obligations of any other company.
- (H) To promote any company for the purpose of acquiring and taking over all or any part of the business, assets and liabilities of this Company or for any other purpose which this Company may consider likely to advance its interests.
- (I) To amalgamate, enter into partnership or into any arrangement for co-operation, mutual assistance, or sharing of profits with any company, firm or person carrying on or proposing to carry on any business which this Company may lawfully carry on.
- (J) To manage, maintain, insure, use, develop, sell, mortgage, charge, lease or otherwise deal with or dispose of all or any of the property and assets of the Company.
- (K) To pay all or any of the expenses incurred in relation to the promotion and incorporation of the Company.
- (L) To invest and employ in such manner as the Company may think fit any funds of the Company not for the time being required for use in the Company's business.
- (M) To borrow or raise money in such manner and upon such terms as the Company may think fit, and to mortgage or charge the undertaking and all or any of the property and assets of the Company, present and future, including its uncalled capital by the issue of debentures or debenture stock or in any other manner.

- (N) To advance, lend money or give credit to and to guarantee or become surety for the fulfilment of the obligations of any persons and in such manner as the Company may think fit.
- (O) To draw, issue, accept, endorse, discount and negotiate bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments.
- (P) To establish and support any club, institution, profit-sharing scheme or fund which the Company may consider likely to advance the interests of the Company or of its employees, and to support as members and to subscribe to the funds of any trade association, society or exhibition, or of any charitable or useful organisation.
- (Q) To sell, lease or otherwise deal with or dispose of the undertaking of the Company or any part thereof upon such terms as the Company may think fit, and in particular in consideration of securities, debentures, stock or shares of any other company.
- (R) To divide all or any of the assets of the Company in specie among the members.
- (S) To transact all or any part of the business of the Company by or through agents, contractors or others, and to do all or any of the things which the Company may lawfully do either as principals, agents or contractors, and either alone or jointly with others, and in any part of the world.
- (T) To procure the registration, incorporation or recognition of the Company in or under the laws of any place outside England, and to do and concur in the doing of all acts necessary to enable the Company to transact its business or do all or any of the things and matters aforesaid in any part of the world.
- (U) To do any other things which the Company may consider incidental or conducive to the attainment of any of the above objects.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000, divided into 10,000 shares of £1 each.

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>Peter Henry Lawrence Brooker</i> <i>180 Heythorpe Street,</i> <i>London S.W.18</i> <i>Solicitors Clerk</i>	<i>one</i>
<i>Jain Forrest Hamilton,</i> <i>48, St. Georges Square,</i> <i>London, S.W.1.</i> <i>Solicitors Clerk.</i>	<i>one</i>

Dated this 6th day of February, 1963.

Witness to the above Signatures—

Isobel Macfarland,
13, Grosvenor Crescent
London, S.W.1.
Secretary.



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The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

B. W. LEASING LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 75, 77 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained, together with the remaining regulations of Part I of Table A and regulations 2, 3, 4 and 6 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. The Company in General Meeting may direct that any original shares for the time being unissued, and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on

the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors, be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words " (not being a fully paid share) " and " (other than fully paid shares) " shall be omitted.

6. The proviso to regulation 32 of Part I of Table A shall be omitted.

7. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than ten. The following shall be the first Directors of the Company, that is to say—Robert Anthony Dyson, Eugene Watson Rodger, Robert Edward Allen, Colin John Vincent Gray and ~~Batista~~ James Moriondo.

PHLB BATISTA. H.H.

8. The proviso to regulation 79 of Part I of Table A shall be omitted.

9. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Peter Henry Lawrence Bracke
 180 Heythorp Street,
 Wandon S.W. 18

Solicitors clerk

Iain Forrest Hamilton,
 48, St. Georges Square,
 London, S.W. 1

Solicitors clerk.

Dated this 6th day of February, 1963.

Witness to the above Signatures—

Isobel MacLeod,
 13, Grosvenor Crescent,
 London, S.W. 1.
 Secretary.

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DUPLICATE FOR THE FILE.

No. 750062



Certificate of Incorporation

I Hereby Certify that

B. W. LEASING LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this THIRTEENTH DAY OF FEBRUARY
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

J. E. M. [Signature]

Assistant Registrar of Companies.

Certificate
received by

[Signature]

Date 13th February 1963