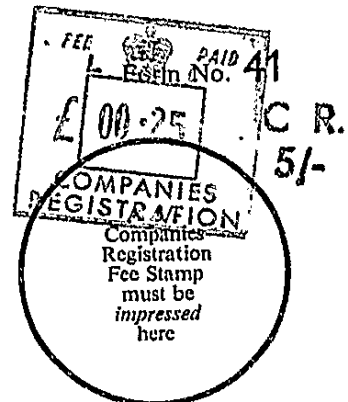


RMC/20408

No. of Company **806646**



## THE COMPANIES ACT, 1948



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

**AZRALNOVE INVESTMENTS** Limited.

I, Thomas Arthur Herbert, of 156 Strand, London, W.C.2, do solemnly and sincerely declare that I am (a) a person named in the Articles of Association as a Secretary of

**AZRALNOVE INVESTMENTS** 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 **NEW SQUARE,**

**W.C.2.**

the 12th day of May, 1964.

before me.

*R. Blackford*

(b) A Commissioner of Oaths.

*Thos. Arthur Herbert*

- (a) "A Solicitor of the Supreme Court" (or in Scotland "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.

Presented by

**BUSINESS ECONOMY PRODUCTS LTD.**

Company Registration Agents and Printers

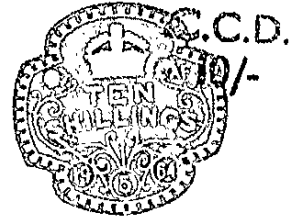
156 STRAND, LONDON, W.C.2    Telephones: TEMple Bar 8377/8, 2294/5

RMC/20408

No. of Company.....

806646

Form No. 25



THE STAMP ACT, 1891  
AND  
THE FINANCE ACT, 1933

AZRALNOVE INVESTMENTS

LIMITED

STATEMENT of the Nominal Capital made pursuant to Section 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.

The NOMINAL CAPITAL of

AZRALNOVE INVESTMENTS

Limited

is £100, divided into 100 shares of £1 each.

Signature

*Thos A. Herbert*

Description Secretary

Date 12th May, 1964.

Presented by

BUSINESS ECONOMY PRODUCTS LTD.

Company Registration Agents and Printers

156 STRAND, LONDON, W.C.2 Telephones: Temple Bar 8377, 8378, 2294, 2295



The Companies Act, 1948



C.R. 32.5  
Gen. 10/-

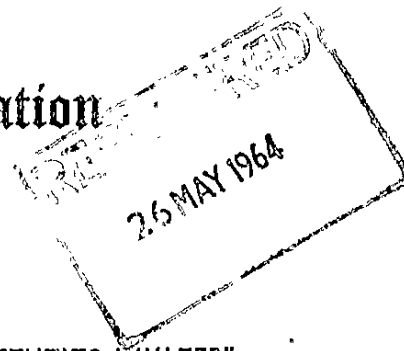
806646

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

AZRALNOVE INVESTMENTS LIMITED



1. The name of the Company is :- "AZRALNOVE INVESTMENTS 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 acquire by purchase, lease, concession, grant, licence, or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in public or private companies, corporate or unincorporate, policies of insurance and such other property, real or personal, and rights and interest in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal or assets, but may acquire the same for purposes of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so, but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account.
  - (b) To acquire any such property, shares, stocks, debentures, debenture stock, bonds, obligations, or securities by original subscription, tender, purchase, exchange, or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
  - (c) To advance and lend money on assets of all kinds upon such terms as may be arranged.
  - (d) To facilitate and encourage the creation, issue, or conversion of debentures, debenture stocks, bonds, obligations, shares, stocks, and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.

- (e) To take part in the formation, management, supervision, or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents. (m)
- (f) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances, of any business concerns and undertakings, and generally of any assets, property or rights. (n)
- (g) To constitute any trusts with a view to the issue of preferred and/or deferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trusts, and to settle and regulate and, if thought fit, to undertake and execute any such trusts and to issue, dispose of, or hold any such preferred, deferred, or other special stocks or securities. (o)
- (h) 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. (p)
- (i) To issue debentures, debenture stock, bonds, obligations, and securities of all kinds, and to frame, constitute, and secure the same, as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed, or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including, if thought fit, uncalled capital) or otherwise howsoever. (q)
- (j) 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. (r)
- (k) To apply for, purchase or otherwise acquire any patents, licences 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. (s)
- (l) 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. (t)

- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (n) To purchase, subscribe for, or otherwise acquire and hold shares, stocks, or other interests in, or obligations of any other company or corporation.
- (o) 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.
- (p) 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.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all or any other such acts or things as are incidental or conducive to the above objects or any of them. And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere; and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall be in nowise limited or restricted (except where otherwise expressed in such paragraphs) by reference to the objects contained in any other paragraph, or by reference to the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct Company. Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Insurance Companies Act, 1958, or any Act extending, amending or re-enacting the same, or to reinsure any risks under any class of insurance or assurance to which those Acts apply.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any 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:- £100 divided into 100 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 whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<p><i>Jean Herbert</i>            Jean Herbert,            156, Strand,            London, W.C.2.            Company Director.</p>	<p>/</p> <p>ONE</p>
<p><i>Thos. Arthur Herbert</i>            Thomas Arthur Herbert, LL.B.,            156, Strand,            London, W.C.2.            Barrister-at-Law.</p>	<p>/</p> <p>ONE</p>

DATED the 10th day of February, 1964.

WITNESS to the above signatures:-

*Robert Little*  
 Robert Little,  
 19 Walker Street,  
 Edinburgh, 3.

Secretary.

The Companies Act, 1948

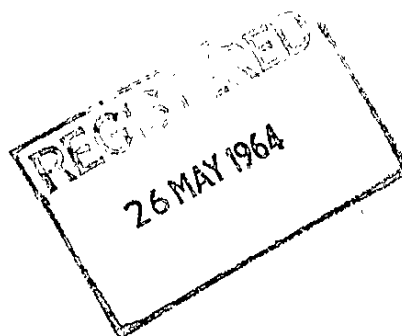
806546

COMPANY LIMITED BY SHARES

# Articles of Association

OF

AZRALNOVE INVESTMENTS LIMITED



## PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

## SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

## LIEN

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

## GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

#### WINDING UP

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



FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert. ✓

---

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

---

*Jean Herbert*

Jean Herbert,  
156, Strand,  
London, W.C.2.

Company Director.

*Geo. Herbert*

Thomas Arthur Herbert, LL.B.,  
156, Strand,  
London, W.C.2.

Barrister-at-Law.

---

DATED the 10th day of February, 1964.

WITNESS to the above signatures:-

*Robert Little*

Robert Little,  
19 Walker Street,  
Edinburgh, 3.

Secretary.

DUPLICATE FOR THE FILE.

No. 803646



## Certificate of Incorporation

I Hereby Certify that

**AZRALNOVE INVESTMENTS LIMITED**

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

Given under my hand at London this **TWENTY-SIXTH DAY OF MAY**  
**ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.**

*JH Davies*  
Assistant Registrar of Companies.

Certificate  
received by

BUSINESS DEVELOPMENT PRODUCTS LTD.,  
COMPANY SECRETARIES & GENERAL MANAGERS,  
156, SOUTH MOLE STREET, LONDON, W.C. 26  
TEL. 1-677-1116

Date **26 5-64**



No. 806646

*12*  
*10*

THE COMPANIES ACT, 1948

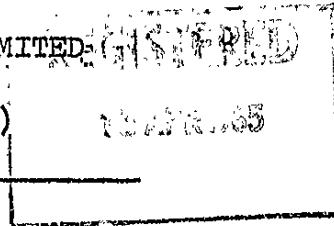
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

AZRALNOVE INVESTMENTS LIMITED

(Passed 31st March, 1965)



At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the Thirty first day of March 1965 the following Resolution was duly passed as an ORDINARY RESOLUTION :

RESOLUTION

That the authorised share capital of the Company be increased to £5,000 by the creation of 4,900 shares of £1 each.

*S.C. Cousins*  
S.C. COUSINS

Director.

WE HEREBY CERTIFY THAT THIS DOCUMENT

WAS PRINTED BY TYPE PROCESS ( *multilith* )

WHEBURN & SONS (LONDON)  
BATHON HOUSE  
2-11 MOOREHEADS, LONDON



Number of  
Company } 806646



## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

REGISTERED

12 APR 1965

Insert the  
Name  
of the  
Company

AZRALNOVE INVESTMENTS

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

The Secretaries,

15 Rutland Gate,

London, S.W.7.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 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

AERIALNOVE INVESTMENTS

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

The additional Capital is divided as follows :—

21

To rank pari passu with the existing issued  
Shares

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

**Signature.**

FOR AND ON BEHALF OF  
AVENUE FINANCE COMPANY LIMITED

State whether Director  
or Secretary

Secretaries to the company

Dated the 8th day of April 1965

Number of } 806646  
Company }

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 39)



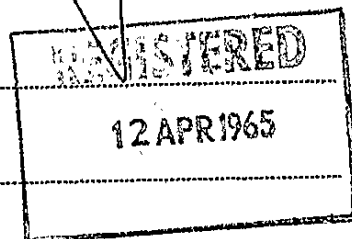
COMPANY LIMITED BY SHARES



## Statement of Increase of the Nominal Capital

OF

AZRAINOVE INVESTMENTS



LIMITED

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

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

The Secretaries,

15 Rutland Gate,

London, S.W.7.

The Solicitors' Law Stationery Society, Limited.

25 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 100 Manchester Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19-21 North Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

AZRAI NOVE INVESTMENTS

Limited

*has by a Resolution of the Company dated*

31st March 1965 *been increased by*

*the addition thereto of the sum of £* 4,900 *,*

*divided into :—*

4,900 *Shares of* £1 *each*

*Shares of* \_\_\_\_\_ *each*

*beyond the registered Capital of* £100

FOR AND ON BEHALF OF

**AVENUE FINANCE COMPANY LIMITED**

*Signature* \_\_\_\_\_

\_\_\_\_\_  
Secretary

Secretaries to the company

*(State whether Director or Secretary)* \_\_\_\_\_

Dated the 8th day of April 1965

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

## THE COMPANIES ACTS 1948 to 1967

### Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act, 1948)

Insert the  
Name of  
the Company

AZRAINOVE INVESTMENTS  
LIMITED

Section 110 of the Companies Act, 1948, provides that :—

\* \* \* \* \*

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Presentor's Reference MB/VW

The Secretaries,

31, Ralli House,

St. Paul's, London, E.C.4.

Form No. 103  
(No filing fee payable)



Notice of Place where Register of Members is kept or of any  
Change in that Place.

*To the REGISTRAR OF COMPANIES.*

AZRALNOVE INVESTMENTS

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110  
of the Companies Act, 1948, that the register of members of the Company  
is kept at 31, Ralli House, St. Paul's, London, E.C.4.

FOR AND ON BEHALF OF

AVENUE FINANCE COMPANY LIMITED.

*Signature* \_\_\_\_\_

*Assistant Secretary*

*Secretaries to the Company*

*(State whether  
Director or Secretary).* \_\_\_\_\_

*Dated the* 10th *day of* January, 19 68

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

806646



Form No. 10  
REGISTRATION

# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Name  
of the  
Company

AZRAINOVE LIMITED

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Signed by

AVANCE FINANCE COMPANY LIMITED

31 Pall Mall House,

St. Paul's, London, E.C.4.

The Solicitors' Law Stationery Society, Limited  
incery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
lover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
Street, Liverpool, 2; 23-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

**TO THE REGISTRAR OF COMPANIES.**

AZRALTOVE

Limited, hereby gives you notice, pursuant to

\*"Ordinary",  
"Extra-ordinary", or  
"Special".

Section 63 of the Companies Act, 1948, that by an\* Ordinary

Resolution of the Company dated the 30th day of June 1969.

the Nominal Capital of the Company has been increased by the addition thereto of

the sum of £ 1,250 beyond the Registered Capital

of £ 5,000

The additional Capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount  
of each Share

1,250

Unclassified

31

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

The new Shares rank pari passu with the existing Shares in the capital of the Company

\* \* If any of the new shares are Preference Shares state whether they are redeemable or not.

*Signature* \_\_\_\_\_

State whether Director  
or Secretary

Director

Dated the 5th day of July, 1969

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

No. 806646

121

THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

AZRALNOVE INVESTMENTS LIMITED

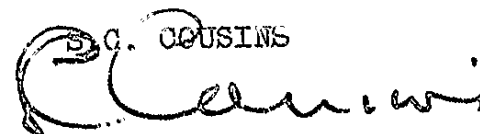
(Passed 30th June, 1969)

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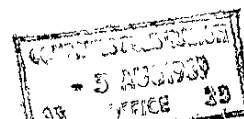
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the Thirtieth day of June, 1969 the following Resolution was duly passed as an ORDINARY RESOLUTION:

RESOLUTION

That the authorised share capital of the Company be increased to £6,250 by the creation of 1,250 Shares of £1 each.

S. C. COUSINS  


Director

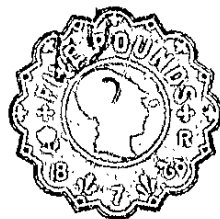


805646

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 39)



COMPANY LIMITED BY SHARES



## Statement of Increase of the Nominal Capital

OF

AZRALNOVE

LIMITED

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

*The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

ated by

AVENUE FINANCE COMPANY LIMITED

31 Ralli House,

St. Paul's, London, E.C.4.

The Solicitors' Law Stationery Society, Limited.

Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 100 Strand, W.C.2; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

AZRALNOVE

Limited

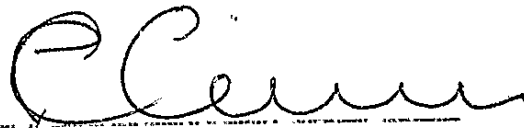
has by a Resolution of the Company dated  
30th June, 1969 been increased by  
the addition thereto of the sum of £1,250,  
divided into :—

1,250 Shares of £1 each

                     Shares of                      each

beyond the registered Capital of £5,000

Signature                     



(State whether Director or Secretary) Director

Dated the 8th day of July, 1969

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

No. 806646

33  
THE COMPANIES ACTS 1948 and 1967  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

AZRALNOVE INVESTMENTS LIMITED  
(Passed 18th November, 1976)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the eighteenth day of November 1976 the following Resolution was duly passed as a SPECIAL RESOLUTION :

RESOLUTION

THAT the Memorandum of the Association with respect to the objects of the Company to be altered by the deletion of the following sub-clause numbered 3 (e) and the substitution therefor of the following new sub-clause to be numbered 3 (e).

To take part in the formation, management, supervision, or control of the business or operations of any company or undertaking, carrying on business as seedsmen, nurserymen, agriculturalists, florists, landscape gardeners, manufacturers of and dealers in agricultural and garden implements, mowing and sowing machines and generally any machinery, implements, vehicles, apparatus or tools suitable for use in or connection with agriculture or gardening and as proprietors of garden centres and leisure centres and suppliers of and dealers in farm produce, garden furniture and ornaments, huts, sheds, summer houses, greenhouses and glasshouses, cloches and cold frames and goods of every kind for use in the maintenance of gardens and parks.



S.C. COUSINS

Director.



154  
The Companies Act, 1948

COMPANY LIMITED BY SHARES

# Memorandum of Association

35

OF

AZRALNOVE INVESTMENTS LIMITED  
- - -

1. The name of the Company is :- "AZRALNOVE INVESTMENTS 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 acquire by purchase, lease, concession, grant, licence, or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in public or private companies, corporate or unincorporate, policies of insurance and such other property, real or personal, and rights and interest in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal or assets, but may acquire the same for purposes of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so, but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account.
  - (b) To acquire any such property, shares, stocks, debentures, debenture stock, bonds, obligations, or securities by original subscription, tender, purchase, exchange, or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
  - (c) To advance and lend money on assets of all kinds upon such terms as may be arranged.
  - (d) To facilitate and encourage the creation, issue, or conversion of debentures, debenture stocks, bonds, obligations, shares, stocks, and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.





To take part in the formation, management, supervision or control of the business or operations of any company or undertaking, carrying on business as seedsmen, nurserymen, agriculturalists, florists, landscape gardeners, manufacturers of and dealers in agricultural and garden implements, mowing and sowing machines and generally any machinery, implements, vehicles, apparatus or tools suitable for use in or in connection with agriculture or gardening and as proprietors of garden centres and leisure centres and suppliers of and dealers in farm produce, garden furniture and ornaments, huts, sheds, summer houses, greenhouses and glasshouses, cloches and cold frames and goods of every kind for use in the maintenance of gardens and parks.

- (f) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances, of any business concerns and undertakings, and generally of any assets, property or rights.
- (g) To constitute any trusts with a view to the issue of preferred and/or deferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trusts, and to settle and regulate and, if thought fit, to undertake and execute any such trusts and to issue, dispose of, or hold any such preferred, deferred, or other special stocks or securities.
- (h) 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.
- (i) To issue debentures, debenture stock, bonds, obligations, and securities of all kinds, and to frame, constitute, and secure the same, as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed, or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including, if thought fit, uncalled capital) or otherwise howsoever.
- (j) 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.
- (k) To apply for, purchase or otherwise acquire any patents, licences 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.
- (l) 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.

- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (n) To purchase, subscribe for, or otherwise acquire and hold shares, stocks, or other interests in, or obligations of any other company or corporation.
- (o) 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.
- (p) 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.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all or any other such acts or things as are incidental or conducive to the above objects or any of them. And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere; and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall be in nowise limited or restricted (except where otherwise expressed in such paragraphs) by reference to the objects contained in any other paragraph, or by reference to the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct Company. Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Insurance Companies Act, 1958, or any Act extending, amending or re-enacting the same, or to reinsure any risks under any class of insurance or assurance to which those Acts apply.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any 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:- £100 divided into 100 shares of £1 each, with power to increase or 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 whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<p>Jean Herbert,  156, Strand, London, W.C.2.  Company Director.</p>	<p>ONE</p>
<p>Thomas Arthur Herbert, LL.B.,  156, Strand, London, W.C.2.  Barrister-at-Law.</p>	<p>ONE</p>

DATED the 10th day of February, 1964.

WITNESS to the above signatures:-

Robert Little,  
19 Walker Street,  
Edinburgh, 3.

Secretary.

1. By an ordinary resolution dated 31st March, 1965 the authorised share capital of the Company was increased to £5000.
2. By an ordinary resolution dated 30th June, 1969 the authorised share capital of the Company was increased to £6,250.

3

## THE COMPANIES ACTS 1948 TO 1976

## 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

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

55

\*delete if inappropriate

## Note

Please read notes 1 to 5 overleaf before completing this form

Name of company

AZRALNOVE INVESTMENTS

Limited\*

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:

Company number	Day	Month
806646	3	1
	1	2

†delete as appropriate

The current accounting reference period of the company is to be treated as ~~extended~~ [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
1	9	8
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:

‡delete as appropriate

The company is a [subsidiary] [holding company]‡ of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

§delete as appropriate

Signed

[Director] [Secretary] §Date 31 October 84

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

Azralnove Investment Ltd  
1 Love Lane  
London EC2V 4JJ

For official use  
Data punch

General section

Post room



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 806646

The Registrar of Companies for England and Wales hereby certifies that  
AZRALNOVE INVESTMENTS LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
LOVE LANE INVESTMENTS LIMITED

Given at Companies House, Cardiff, the 3rd November 1994



\*C008066466\*

For the Registrar of Companies



COMPANIES HOUSE

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

Pursuant to section 378(2) of the Companies Act 1985

COMPANY NO. 806646

AZRALNOVE INVESTMENTS LIMITED

At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at:-

1 Love Lane, London EC2V 7JJ

on 26 October 1994

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the name of the Company be changed to LOVE LANE INVESTMENTS LIMITED.

W H Stentiford & Co Limited  
Secretaries

  
Authorised signatory

