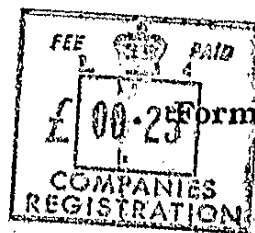


Number of  
Company

910149



## THE COMPANIES ACT, 1948



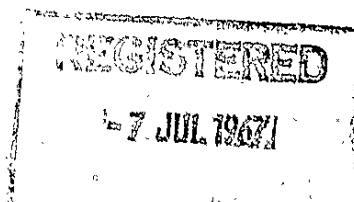
A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

**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.

E. F. T. & S. REGISTRARS  
LIMITED



Presented by

E. F. TURNER & SONS,

66 QUEEN STREET,

LONDON, E.C.4.

I, PETER ROWLAND ALLEN

of 66 QUEEN STREET, LONDON, E.C.4.

(a) Here insert:  
"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".

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

of the Supreme Court engaged in the formation

of

E.F.T. & S. REGISTRARS 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 Swan House,

35, Queen Street - the

City of London

the 23<sup>rd</sup> day of June

one thousand nine hundred and sixty-  
seven

Before me,

A.T. Whitelred.

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

Number of  
Company

910149

# STATEMENT OF THE NOMINAL CAPITAL

OF

E.F.T. & S. REGISTRARS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 10 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 £ 100

Signature E. F. Turner & Sons

Description Solicitors engaged in the formation.

Dated the 23rd day of June 1967.

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

Document Filer's Reference 3/PRA

E.F. TURNER & SONS,

66 QUEEN STREET, LONDON, E.C.4.

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

11-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE COMPANIES ACT, 1948

910149

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

E.F.T & S. REGISTRARS LIMITED

1. The name of the Company is "E.F.T & S. REGISTRARS 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 act as registrars, secretaries, treasurers and agents, commercial or otherwise, managers, or managing agents, for any Company, and to keep any register or book for any Company, corporation or other body or any partnership or person or persons and to undertake any duties relating to the issue of shares, stock or debentures, the registration of transfers and the issue of certificates and to take part in the formation and registration of any company or corporation and the placing of its capital or securities and to examine, prospect, investigate, test and obtain reports, opinions, valuations and information in respect of any properties, undertakings, grants, concessions, options, rights, privileges, patents, or monopolies in any part of the world and generally to undertake, carry on and transact any and every description of agency, commission, commercial, manufacturing, mercantile, trading and financial business.
- (B) To obtain such agencies (whether sole or partial and on commission or otherwise) as the Directors may consider advisable and generally to act as buying and selling agents and representatives for any company or person in any part of the world.
- (C) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried

COMPANIES  
REGISTRATION



REGISTERED  
7 JUL 1967

on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital

of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company (including directors and ex-directors) or its predecessors in business or the dependants of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in

debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

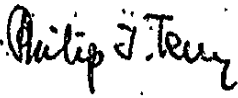
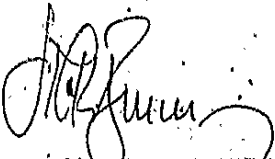
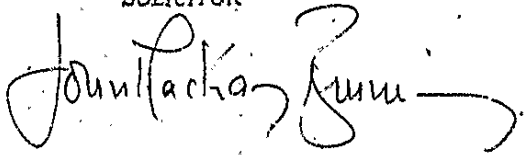
- (O) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (P) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (S) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (T) To do all such other things as are incidental

or conducive to the above objects or any of them.

4. The liability of the members is limited.

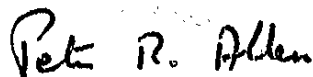
5. The share capital of the Company is £100, divided into 100 shares of £1 each.

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
 66, QUEEN STREET LONDON, E.C.4. SOLICITOR	One
 66, QUEEN STREET LONDON, E.C.4. SOLICITOR	one
	

Dated this 22nd day of June 1967.

Witness to the above Signatures -



66, QUEEN STREET  
LONDON, E.C.4.  
SOLICITOR



COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

of

E.F.T & S. REGISTRARS LIMITED

---

TABLE "A"

1. The regulations contained in Table A Part II in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A Part II") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company.

SHARES

2. The shares in the capital of the Company (whether forming part of the original capital or not) shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Clause 2 of Part II of Table A and so that no shares may be issued at a discount except as provided by Section 57 of the Companies Act, 1948. Provided that no share shall be allotted or issued to any person other than a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business.

TRANSFER OF SHARES

3. No share in the Company shall be transferred without the consent of the Directors to be testified by their registering the transfer, and the Directors shall have an absolute discretion to refuse to register the transfer of any share to any person who is not already a shareholder. Provided that no share shall be transferred to any person other than a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business. Clause 3 of Table A Part II shall in its application to the Company be deemed to have been modified accordingly.

4.(A) The majority of the Directors may at any time serve the Company with a requisition to enforce the transfer of any shares not held by a partner in the firm of E.F. Turner & Sons, Solicitors.

(B) The Company shall forthwith upon the receipt of any such requisition obtain from the Auditors of the Company for the time being a

Certificate in writing as to the fair value of the shares in respect of which the requisition has been served, and upon receipt of such Certificate shall give to the holder of such shares, or where the holder is dead, to his executors or administrators, notice in writing of the requisition (with a copy of this Article and the Auditors' Certificate subjoined), and unless within 14 days afterwards the holder, or as the case may be, the executors or administrators, shall deliver to the Company a Transfer in proper form in respect of the said shares, the Directors may authorise some person to transfer the shares to a partner in the firm of E.F. Turner & Sons selected by the Directors, and may enter such partner's name in the Register as holder of these shares. Upon such transfer the partner selected by the Directors as aforesaid shall pay to the Company the sum certified as the fair value by the Auditors, but he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

#### PROCEEDINGS AT GENERAL MEETINGS

5. 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 any member and, unless a poll is 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 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, that resolution. Clause 58 of Table A Part I shall not apply.

#### DIRECTORS.

6. The number of Directors shall not be less than one nor more than ten. The first Directors of the Company shall be Philip John Terry John MacKay Binney John Michael Gullick and Barry John Moughton. Clause 75 of Table A Part I shall not apply.

7. No person shall be appointed a Director of the Company other than a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business.

#### DISQUALIFICATION OF DIRECTORS.

8. A Director shall ipso facto vacate office:-

- (A) If he ceases to be a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business.
- (B) If he becomes bankrupt or compounds with his creditors or has a Receiving Order made against him

(C) If he is found lunatic or becomes of unsound mind or if the Directors resolve that he is physically or mentally incapable of performing his duties.

(D) If he resigns his office in writing.

(E) If he be requested in writing by all the other Directors to resign.

No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and (subject to the obligation to disclose the nature of his interest in manner prescribed by law) a Director may vote in respect of any such contract or arrangement in which he may be in any way interested, and shall be counted in a quorum notwithstanding his interest and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor. Clauses 84 and 88 of Table A Part I shall not apply.

Names, Addresses and Description of  
Subscribers

*Philip J. Tenn*

66, QUEEN STREET  
LONDON, E.C.4.  
SOLICITOR

*John L. Allen*

66, QUEEN STREET  
LONDON, E.C.4.  
SOLICITOR

D A T E D the 22nd June 1967

WITNESS to the above signatures:-

*Peter R. Allen*

66, QUEEN STREET  
LONDON, E.C.4.  
SOLICITOR

DUPLICATE FOR THE FILE.

No. 910149



## Certificate of Incorporation

I Hereby Certify that

E.F.T & S. REGISTRARS LIMITED

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

Given under my hand at London this 7TH JULY, 1967.

*L. S. Whitfield*

Assistant Registrar of Companies.

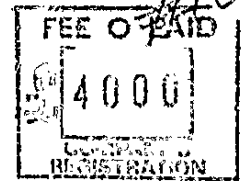
Certificate  
received by }

THE REGISTRAR

Date

910149  
Company No. 910149

19.2.84



THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

E.F.T. & S. REGISTRARS LIMITED

(passed 3rd February 1984)

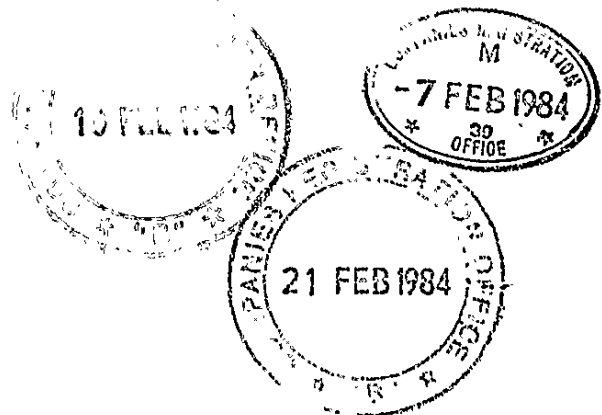
At an Extraordinary General Meeting of the Members of the above named Company duly convened and held at 100 Fetter Lane, London, EC4A 1DD on 3rd February 1984 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to TKB Registrars Limited.

TKB Registrars

..... *John R. Allen*



Chil & Co  
£40  
06/02/84

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 910149 141

I hereby certify that

E.F.T. & S. REGISTRARS LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

TKB REGISTRARS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 5TH MARCH 1984

A handwritten signature in cursive script, appearing to read 'W. J. Hudson'.

MRS. W. J. HUDSON

an authorised officer

910149 / 42  
Company No. 901049

910149  
9130  
TKB.R.  
THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

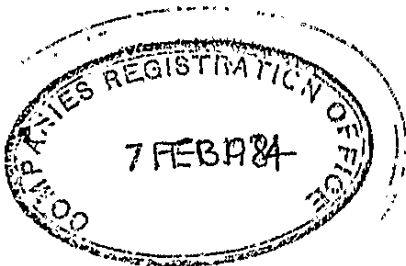
E.F.T. & S. REGISTRARS LIMITED

(passed 3rd February 1984)

At an Extraordinary General Meeting of the Members of the above named Company duly convened and held at 100 Fetter Lane, London, EC4A 1DD on 3rd February 1984 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered by the deletion of the word "ten" in line two of regulation 6 thereof and the substitution of the word "fourteen" for the aforesaid word "ten".



.....*John R. Allen*.....



9/10/89

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

E.F.T. & S. REGISTRARS LIMITED

(as amended by Special Resolution of the  
Company passed on 3rd February 1984)

---

TABLE "A"

1. The regulations contained in Table A Part II in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A Part II") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company.

SHARES

2. The shares in the capital of the Company (whether forming part of the original capital or not) shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Clause 2 of Part II of Table A and so that no shares may be issued at a discount except as provided by Section 57 of the Companies Act, 1948 Provided that no share shall be allotted or issued to any person other than a partner in the firm of E.F.Turner & Sons, Solicitors, or their successors in business.

TRANSFER OF SHARES

3. No share in the Company shall be transferred without the consent of the Directors to be testified by their registering the transfer, and the Directors shall have an absolute discretion to refuse to register the transfer of any share to any person who is not already a shareholder Provided that no share shall be transferred to any person other than a partner in the firm of E.F.Turner & Sons, Solicitors, or their successors in business. Clause 3 of Table A Part II shall in its application to the Company be deemed to have been modified accordingly.
4. (A) The majority of the Directors may at any time serve the Company with a requisition to enforce the transfer of any shares not held by a partner in the firm of E.F.Turner & Sons, Solicitors.



- (B) The Company shall forthwith upon the receipt of any such requisition obtain from the Auditors of the Company for the time being a Certificate in writing as to the fair value of the shares in respect of which the requisition has been served, and upon receipt of such Certificate shall give to the holder of such shares, or where the holder is dead, to his executors or administrators, notice in writing of the requisition (with a copy of this Article and the Auditors' Certificate sub-joined), and unless within 14 days afterwards the holder, or as the case may be, the executors or administrators, shall deliver to the Company a Transfer in proper form in respect of the said shares, the Directors may authorise some person to transfer the shares to a partner in the firm of E.F.Turner & Sons selected by the Directors, and may enter such partner's name in the Register as holder of these shares. Upon such transfer the partner selected by the Directors as aforesaid shall pay to the Company the sum certified as the fair value by the Auditors, but he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

#### PROCEEDINGS AT GENERAL MEETINGS

5. 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 any member and, unless a poll is 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 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, that resolution. Clause 58 of Table A Part I shall not apply.

#### DIRECTORS

6. The number of Directors shall not be less than one nor more than fourteen. The first Directors of the Company shall be Philip John Terry John MacKay Binney John Michael Gullick and Barry John Moughton. Clause 75 of Table A Part I shall not apply.
7. No person shall be appointed a Director of the Company other than a partner in the firm of E.F.Turner & Sons, Solicitors, or their successors in business.

### DISQUALIFICATION OF DIRECTORS

8. A Director shall ipso facto vacate office:-

- (A) If he ceases to be a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business.
- (B) If he becomes bankrupt or compounds with his creditors or has a Receiving Order made against him.
- (C) If he is found lunatic or becomes of unsound mind or if the Directors resolve that he is physically or mentally incapable of performing his duties.
- (D) If he resigns his office in writing.
- (E) If he be requested in writing by all the other Directors to resign.

No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and (subject to the obligation to disclose the nature of his interest in manner prescribed by law) a Director may vote in respect of any such contract or arrangement in which he may be in any way interested, and shall be counted in a quorum notwithstanding his interest and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor. Clauses 84 and 88 of Table A Part I shall not apply.

---

Names, Addresses and Description of Subscribers

---

PHILIP J. TERRY  
66 Queen Street,  
London, E.C.4.

Solicitor

JOHN MACKAY BINNEY  
66 Queen Street,  
London, E.C.4.

Solicitor

---

Dated the 22nd day of June 1967

WITNESS to the above signatures:-

PETER R.ALLEN  
66 Queen Street,  
London, E.C.4.

Solicitor

910149  
No. 904049 | 47

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

of  
T K B REGISTRARS LIMITED

Passed on 4 July 1985

At an Extraordinary General Meeting of the Members of the above-named Company duly convened and held at 100 Fetter Lane, London, EC4A 1DD on the 4 day of July 1985 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by the deletion of the word "fourteen" in line 2 of Regulation 6 thereof and the substitution therefor of the word "eighteen".

..... *BM/Myth* .....



910149  
No. 901049 | 47

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
of  
T K B REGISTRARS LIMITED

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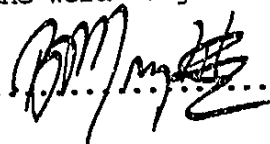
Passed on 4 July 1985

---

At an Extraordinary General Meeting of the Members of the above-named Company duly convened and held at 100 Fetter Lane, London, EC4A 1DD on the 4 day of July 1985 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by the deletion of the word "fourteen" in line 2 of Regulation 6 thereof and the substitution therefor of the word "eighteen".

.....  .....



~~910149~~  
910149  
48

THE COMPANIES ACT 1948  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TKB REGISTRARS LIMITED

(as amended by Special Resolutions of the  
Company passed on 3rd February 1984 and 4 July  
1985)

---

TABLE "A"

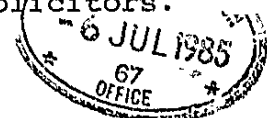
1. The regulations contained in Table A Part II in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A Part II") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company.

SHARES

2. The shares in the capital of the Company (whether forming part of the original capital or not) shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Clause 2 of Part II of Table A and so that no shares may be issued at a discount except as provided by Section 57 of the Companies Act, 1948 Provided that no share shall be allotted or issued to any person other than a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business.

TRANSFER OF SHARES

3. No share in the Company shall be transferred without the consent of the Directors to be testified by their registering the transfer, and the Directors shall have an absolute discretion to refuse to register the transfer of any share to any person who is not already a shareholder Provided that no share shall be transferred to any person other than a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business. Clause 3 of Table A Part II shall in its application to the Company be deemed to have been modified accordingly.
4. (A) The majority of the Directors may at any time serve the Company with a requisition to enforce the transfer of any shares not held by a partner in the firm of E.F. Turner & Sons, Solicitors.



- (B) The Company shall forthwith upon the receipt of any such requisition obtain from the Auditors of the Company for the time being a Certificate in writing as to the fair value of the shares in respect of which the requisition has been served, and upon receipt of such Certificate shall give to the holder of such shares, or where the holder is dead, to his executors or administrators, notice in writing of the requisition (with a copy of this Article and the Auditors' Certificate sub-joined), and unless within 14 days afterwards the holder, or as the case may be, the executors or administrators, shall deliver to the Company a Transfer in proper form in respect of the said shares, the Directors may authorise some person to transfer the shares to a partner in the firm of E.F.Turner & Sons selected by the Directors, and may enter such partner's name in the Register as holder of these shares. Upon such transfer the partner selected by the Directors as aforesaid shall pay to the Company the sum certified as the fair value by the Auditors, but he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

#### PROCEEDINGS AT GENERAL MEETINGS

5. 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 any member and, unless a poll is 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 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, that resolution. Clause 58 of Table A Part I shall not apply.

#### DIRECTORS

6. The number of Directors shall not be less than one nor more than eighteen. The first Directors of the Company shall be Philip John Terry John MacKay Binney John Michael Gullick and Barry John Moughton. Clause 75 of Table A Part I shall not apply.
7. No person shall be appointed a Director of the Company other than a partner in the firm of E.F.Turner & Sons, Solicitors, or their successors in business.



### DISQUALIFICATION OF DIRECTORS

8. A Director shall ipso facto vacate office:-

- (A) If he ceases to be a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business.
- (B) If he becomes bankrupt or compounds with his creditors or has a Receiving Order made against him.
- (C) If he is found lunatic or becomes of unsound mind or if the Directors resolve that he is physically or mentally incapable of performing his duties.
- (D) If he resigns his office in writing.
- (E) If he be requested in writing by all the other Directors to resign.

No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and (subject to the obligation to disclose the nature of his interest in manner prescribed by law) a Director may vote in respect of any such contract or arrangement in which he may be in any way interested, and shall be counted in a quorum notwithstanding his interest and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor. Clauses 84 and 88 of Table A Part I shall not apply.

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Names, Addresses and Description of Subscribers

---

PHILIP J. TERRY  
66 Queen Street,  
London, E.C.4.

Solicitor

JOHN MACKAY BINNEY  
66 Queen Street,  
London, E.C.4.

Solicitor

---

Dated the 22nd day of June 1967

WITNESS to the above signatures:-

PETER R. ALLEN  
66 Queen Street,  
London, E.C.4.

Solicitor

# Bagshaw & Co.

91049

3 ST HELEN'S PLACE  
LONDON EC3A 6BB

Telephone: 01-638 0251

Telex: 946240 CWZASY  
(Ref 190 19365)

Fax: 01-638 8159

GHI/PM

24th June 1987

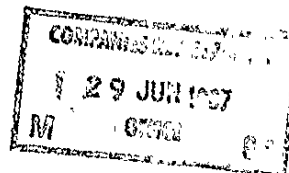
Dear Sir,

We are writing to give notice of our resignation as auditors of your company. There are no circumstances connected with our resignation which we consider should be brought to the notice of the Members or Creditors of the company.

Yours faithfully,

*Bagshaw & Co.*

The Secretary,  
TKB Registrars Limited,  
100 Fetter Lane,  
LONDON EC4A 1DD.



~ Chartered Accountants in The City ~

Partners John L. Harbor Alan A. Hobbs Geoffrey H. Illing John R. Savory Michael J. C. Butler  
Consultant Robert Ballantine

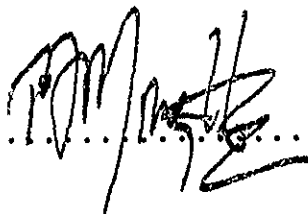
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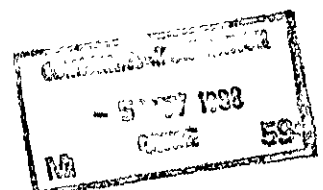
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
TKB REGISTRARS LIMITED  
(Passed on 2 November , 1988)

AT AN EXTRAORDINARY GENERAL MEETING of the Members of TKB Registrars Limited duly convened and held at 100 Fetter Lane, London EC4A 1DD on the 2<sup>nd</sup> day of November, 1988, the following Resolution was passed as a Special Resolution:-

RESOLUTION

THAT the Articles of Association of the Company be altered by the deletion of the word "fourteen" in line 2 of Regulation 6 thereof and the substitution of the word "thirty" for the aforesaid word "fourteen".

.....  




No. 910149

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TKB REGISTRARS LIMITED

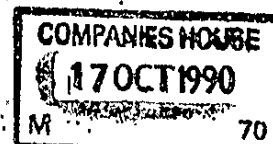
(Passed on 12<sup>th</sup> October, 1990)

AT AN EXTRAORDINARY GENERAL MEETING of the Members of TKB Registrars Limited duly convened and held at 12/14 New Fetter Lane, London EC4 on the 12<sup>th</sup> day of October 1990, the following Resolution was passed

## RESOLUTION

THAT regulation 6 of the Company's Articles of Association be altered by the deletion of the first sentence thereof and the substitution therefor of the following sentence: "The number of Directors shall not be less than one but shall not be subject to any maximum number."

.....*BM/MS*.....



THE COMPANIES ACT 1948  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

OF

TKB REGISTRARS LIMITED

(As amended by Special Resolutions of the  
Company passed on 3rd February 1984, 4th July 1985 and  
12th October 1990)

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TABLE "A"

1. The regulations contained in Table A Part II in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A Part II") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company.

SHARES

2. The shares in the capital of the Company (whether forming part of the original capital or not) shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Clause 2 of Part II of Table A and so that no shares may be issued at a discount except as provided by Section 57 of the Companies Act, 1948 provided that no share shall be allotted or issued to any person other than a partner in the firm of E.F. Turner & Sons, Solicitors or their successors in business.

TRANSFER OF SHARES

3. No share in the Company shall be transferred without the consent of the Directors to be testified by their registering the transfer, and the Directors shall have an absolute discretion to refuse to register the transfer of any share to any person who is not already a shareholder. Provided that no share shall be transferred to any person other than a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business. Clause 3 of Table A Part II shall in its application to the Company be deemed to have been modified accordingly.
4. (A) The majority of the Directors may at any time serve the Company with a requisition to enforce the transfer of any shares not held by a partner in the firm of E.F. Turner & Sons, Solicitors.  
  
(B) The Company shall forthwith upon the receipt of any such requisition obtain from the Auditors of the Company for the time being a Certificate in writing as to the fair value of the shares in respect of which the requisition has been served, and upon receipt of such Certificate shall give to the holder of such shares, or where the holder is dead, to his executors or

administrators, notice in writing of the requisition (with a copy of this Article and the Auditors' Certificate sub-joined), and unless within 14 days afterwards the holder, or as the case may be, the executors or administrators, shall deliver to the Company a Transfer in proper form in respect of the said shares, the Directors may authorise some person to transfer the shares to a partner in the firm of E.F. Turner & Sons selected by the Directors, and may enter such partner's name in the Register as holder of these shares. Upon such transfer the partner selected by the Directors as aforesaid shall pay to the Company the sum certified as the fair value by the Auditors, but he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

#### PROCEEDINGS AT GENERAL MEETINGS

5. 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 any member and, unless a poll is 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 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, that resolution. Clause 58 of Table A Part I shall not apply.

#### DIRECTORS

6. The number of Directors shall not be less than one but shall not be subject to any maximum number. The first Directors of the Company shall be Philip John Terry John MacKay Binney John Michael Gullick and Barry John Moughton. Clause 75 of Table A Part I shall not apply.
7. No person shall be appointed a Director of the Company other than a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business.

#### DISQUALIFICATION OF DIRECTORS

8. A director shall ipso facto vacate office:-
  - (a) If he ceases to be a partner in the firm of E.F. Turner & Sons, Solicitors, or their successors in business.
  - (b) If he becomes bankrupt or compounds with his creditors or has a Receiving Order made against him.
  - (c) If he is found lunatic or becomes of unsound mind or if the Directors resolve that he is physically or mentally incapable of performing his duties.
  - (d) If he resigns his office in writing.

- (e) If he be requested in writing by all the other Directors to resign,

No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and (subject to the obligation to disclose the nature of his interest in manner prescribed by law) a Director may vote in respect of any such contract or arrangement in which he may be in any way interested, and shall be counted in a quorum notwithstanding his interest and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor. Clauses 84 and 88 of Table A Part I shall not apply.



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Names, Addresses and Description of Subscribers

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PHILIP J. TERRY  
66 Queen Street  
London EC4

Solicitor

JOHN MACKAY BINNEY  
66 Queen Street  
London EC4

Solicitor

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Dated the 22nd day of June 1967

WITNESS to the above signatures:-

PETER R ALLEN  
66 Queen Street  
London EC4

Solicitor