

DUPLICATE FOR THE FILE.

No. 911474



Certificate of Incorporation

I Hereby Certify that

UDASDAVE LIMITED

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

Given under my hand at London this 25TH JULY, 1967.

L.S. Whitfield

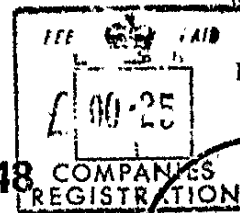
Assistant Registrar of Companies.

Certificate
received by }

Date

No. of Company **911474**

THE COMPANIES ACT, 1948



Form No. 41

A 5/-
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).

Name of Company

UDASDAVE

25 JUL 1967

71A CITY ROAD, LONDON, E.C.11

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

UDASDAVE

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 **7, NEW SQUARE,**

INCOLN'S INN, LONDON, W.C.2

the 12th day of July, 1967.
before me.

R. Blackford

(b) A Commissioner of Oaths.

(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
71A CITY ROAD, LONDON, E.C.1.
TEL: CLE. 9252/2692**

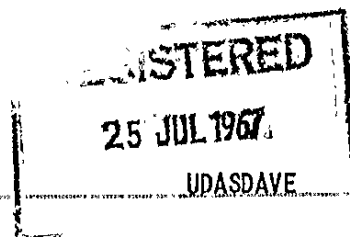
RMC/17256

No. of Company.....911474 | 2

Form No. 25

THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1933

C.C.L.
10/-



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

UDASDAVE

Limited

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

Signature

Thos. A. Herbert

Description

Secretary

Date 12th July, 1967.

Presented by

BUSINESS ECONOMY PRODUCTS LTD.
COMPANY REGISTRATION AGENTS AND PRINTERS
71A CITY ROAD, LONDON, E.C.1.
TEL: CLE. 9252/2692



REGISTERED
25 JUL 1967

COMPANY LIMITED BY SHARES

911474/3

Memorandum of Association

OF

UDASDAVE LIMITED



1. The name of the Company is:- "UDASDAVE LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (a) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, manufacturers' agents, factors, brokers, bankers and dealers, both wholesale and retail, in all articles of commercial, manufacturing, personal and household use and consumption, ornament, recreation and amusement, proprietors of shops, warehouses, workshops and factories of all kinds, and hotels, restaurants, cafes, wine and spirit merchants, licensed victuallers; managers of and in property of all kinds including houses, flats, rooms, whether furnished or unfurnished, and to let the same to tenants on lease or otherwise, with or without service; insurance agents and insurance brokers in all their branches; builders, contractors, painters, decorators, carpenters, joiners, public works contractors, constructional, civil, precision, mechanical, sanitary, hydraulic, heating, electrical, electronic, ventilating, aeronautical and general engineers in all their branches; and in raw materials generally, manufactured goods, materials, butchers, grocery, greengrocers, provisions and general produce, live and dead stock, game and poultry, fish, sweets and confectionery, and all other articles of food, florists, farmers and horticulturists generally; and to carry on the business of storage contractors, wharfingers, travel agents and booking agents in all their branches; aeroplane and ship owners, operators, charterers, shipping and forwarding agents; motor garage proprietors, motor engineers and dealers in all their branches; textile piece goods, and articles manufactured from textile fabrics, plastics and the like in all their branches; furriers, hide and skin merchants and leather and fancy goods manufacturers, importers, exporters and dealers in all their branches; opticians, manufacturers of and wholesale and retail dealers in lenses and scientific and surgical instruments and apparatus of all kinds including cameras, photographic, film and other apparatus, film producers' agents and distributors in all their branches; chemists, cosmetics and the like and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents or otherwise.
 - (b) To carry on the business of exporters, importers, manufacturers of and wholesale and retail dealers in any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses whether as principals, agents, trustees, manufacturers, order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their branches.

BUSINESS ECONOMY PRODUCTS LTD.
COMPANY REGISTRATION AGENTS
71A CITY ROAD, LONDON, E.C.1.
TEL. CLERKENWELL 9252/9256.

REGISTERED
15 JUL 1967

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

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit 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 such other things as are incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is:- £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
<i>Jean Herbert</i> Jean Herbert, 156, Strand, London, W.C.2. 71A, CITY ROAD, LONDON, E.C.1. Company Director.	1 ONE
<i>Thomas Arthur Herbert</i> Thomas Arthur Herbert, LL.B., 156, Strand, London, W.C.2. 71A, CITY ROAD, LONDON, E.C.1. Barrister-at-Law.	1 ONE

: DATED the 4th day of July, 1967.

~~DATED the 10th day of February, 1960.~~ *WAS*

WITNESS to the above signatures:-

Christine Freda Herbert,
 156, Strand,
 London, W.C.2.

Company Director.

E. Stewart
 Elizabeth Stewart
 19 Walker Street,
 Edinburgh, 3.

Secretary.

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G.R. 57
Gen. 10/-

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF



UDASDAVE LIMITED

25 JUL 1967

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, W.C.2. 71A, CITY ROAD, LONDON, E
London, W.C.2.

Company Director.

Thos. A. Herbert

Thomas Arthur Herbert, LL.B.,
156, Strand,
London, W.C.2. 71A, CITY ROAD, LONDON, E

Barrister-at-Law.

DATED the 4th day of July, 1967.

~~DATED the 20th day of June, 1958.~~ *W.A.*

WITNESS to the above signatures:-

~~Christine Freda Herbert,
156, Strand,
London, W.C.2.~~

~~Company Director.~~

E. Stewart
Elizabeth Stewart,
19 Walker Street,
Edinburgh, 3.

Secretary.