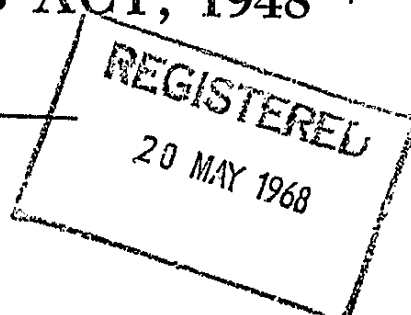


Number of } 932343  
Company }

## 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).

Insert the  
Name of the  
Company.

TRAVEL LORE

LIMITED

Presented by

Document Filer's Reference MRL/MR/G

Beale & Co.,

22, Great Smith Street,

Westminster, S.W.1.



Form No. 41  
(The filing fee is 5s.)

I, MICHAEL RICHARD LUDLOW

of 22, Great Smith Street, Westminster, S.W.1.

(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 TRAVEL LORE

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 1 The Sanctuary

in the City of Westminster

the 1st day of May

one thousand nine hundred and sixty-  
eight

Before me,

*Mr Ludlow*

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

Number of } 932343 / 2  
Company

CCO 440

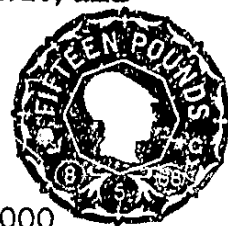
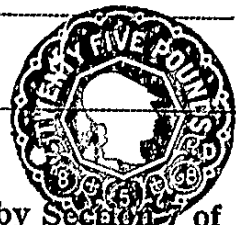
## STATEMENT OF THE NOMINAL CAPITAL

REGISTERED

20 MAY 1968

TRAVEL KORE

LIMITED



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

THE NOMINAL CAPITAL of the above named Company is £ 8,000

Signature

Description Solicitors

Dated the 1st day of May 1968

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.

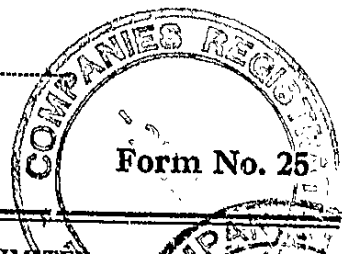
Presented by

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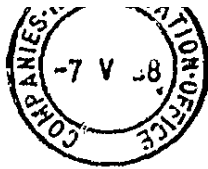
Beale & Co., Solicitors,

22, Great Smith Street,

Westminster, S.W.1.



G.D. 101-



Y 23. 15. 0

The Companies Acts 1948 to 1967

932343

3

COMPANY LIMITED BY SHARES



## Memorandum of Association

OF

## TRAVEL LORE LIMITED



1. The name of the Company is "TRAVEL LORE 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 establish and maintain an organisation for the provision in all parts of the world of all facilities requisite to meet the needs of holiday makers, and to make all necessary arrangements for their travelling, hotel and other accommodation; to carry on the business of tourists, travel and passenger agents and contractors, and organisers of tours of all kinds; to facilitate travelling, and to provide for holiday makers, tourists, passengers and travellers or promote the provision of conveniences of all kinds in the way of hotel and lodging accommodation, sleeping cars or berths, reserved places, through tickets, guides, safe deposits, inquiry and advice bureaux, libraries, lavatories, reading rooms, baggage transport and other advantages and conveniences; and to carry on the business of hotel, restaurant, tavern, hydropathic establishment, boarding house, apartment and lodging house keepers, bankers, banking, export and import agents, insurance and general agents, telegraph and cable companies' agents, advertisement and publicity contractors, entertainment agents and providers, refreshment caterers, advance booking agents, box office proprietors, theatre and other ticket agents, theatrical and general entertainment and amusement agents, proprietors, managers and hirers of vehicles and conveyances of all kinds used for the purpose of transit, warehousemen, depository proprietors and storers, manufacturers of and dealers in sporting and athletic gear, instruments and outfits, publishers of books and periodicals, and promoters and managers of social and other clubs and societies.

1 freight agents  
Mhu



- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) 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.
- (D) 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.
- (E) 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.
- (F) 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 and subject to such rights, powers, privileges and conditions 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.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and 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, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (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 its business in or upon such investments or securities 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 of any company or corporation, with or without deferred or preferred 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 enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company,



and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

- (p) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (r) 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.
- (s) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (t) 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.
- (u) 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.
- (v) 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.

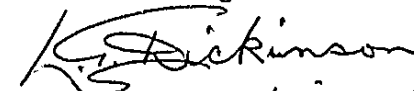
5. The share capital of the Company is £8,000, divided into 8,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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.

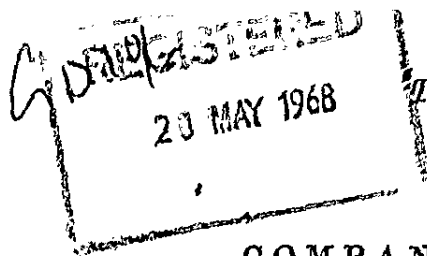
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 MICHAEL RICHARD LUDLOW 22, GREAT SMITH STREET, WESTMINSTER, S.W.1. SOLICITOR	1
 JOHN ROBERT HINKLEY 22, GREAT SMITH STREET WESTMINSTER, S.W.1. CLERK	1

Dated this 30th day of April, 1968.

Witness to the above Signatures—

  
Legal Executive with Beale & Co.  
Solicitors  
22 Great Smith Street  
Westminster.





COMPANY LIMITED BY SHARES



## Articles of Association

OF

## TRAVEL LORE LIMITED

### PRELIMINARY.

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

2. Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 5 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### SHARES.

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

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the

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

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN.

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

#### TRANSFER OF SHARES.

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

8. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid, of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound

on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(c) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

#### TRANSMISSION OF SHARES.

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

#### PROCEEDINGS AT GENERAL MEETINGS.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

#### DIRECTORS.

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than five. The first Directors shall be appointed by the subscribers of the Memorandum of Association.

12. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

#### BORROWING POWERS.

13. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS.

14. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

## DISQUALIFICATION OF DIRECTORS.

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

16. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

## ROTATION OF DIRECTORS.

17. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

## ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

## WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

## INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the

execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

*M.R. Ludlow*  
 MICHAEL RICHARD LUDLOW  
 22, GREAT SMITH STREET  
 WESTMINSTER, S.W.1.  
 SOLICITOR

*J.R. Hinkley*  
 JOHN ROBERT HINKLEY  
 22, GREAT SMITH STREET  
 WESTMINSTER, S.W.1.  
 CLERK

---

Dated this 30th day of April, 1968.

Witness to the above Signatures—

*J.G. Dickinson*  
*Legal Executive with Beal & Co.*  
*Solicitors*  
*22 Great Smith Street*  
*Westminster.*

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## CERTIFICATE OF INCORPORATION

No. 932343

I hereby certify that

**TRAVEL LOGS LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 20th May, 1968.

A handwritten signature in dark ink, appearing to read 'R. Knight'.

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

Company Limited by Shares

SPECIAL RESOLUTIONS

OF

TRAVEL LORE LIMITED

Passed 3rd October 1968

At an Extraordinary General Meeting of the Members of the above Company duly convened and held at 118 Shenley Avenue, Ruislip, Middlesex on Thursday, the 3rd day of October 1968, the following Special Resolutions were passed:-

SPECIAL RESOLUTIONS

(1) That the Capital of the Company be divided into 5,000 Ordinary Shares of £1 each, 6,000 Redeemable Preference Shares of £1 each and 9,000 Unclassified Shares of £1 each.

(2) That the said 6% Redeemable Preference Shares (hereinafter called "the Preference Shares") shall confer on the holders thereof the right to a fixed cumulative preferential dividend at the rate of 6 per cent. per annum on the capital for the time being paid up thereon and in a winding up to payment off of such capital and all arrears of such fixed dividend accrued up to the commencement of the winding up (whether earned or declared or not) less a sum equal to income tax thereon at the standard rate for the time being in force, in priority to the Ordinary Shares.

(3) That the Company shall be entitled on or at any time after the 31st December 1969 to redeem the whole or any part of the said Preference Shares for the time being issued and outstanding out of any moneys which may lawfully be applied for the purpose at par together with a sum equal to the fixed dividend thereon (less income tax thereon at the standard rate for the time being current) down to the due date for redemption thereof upon giving to the holder of the shares to be redeemed not less than three months' previous notice in writing. In the event of the Company determining to redeem a part only of the said Preference Shares for the time being outstanding, the particular shares to be redeemed shall be selected by a drawing which the Company shall cause to be made by one of its officers at its registered office in the presence of a representative of the Auditors of the Company for the time being. Every such drawing shall be made in such manner as the Company shall (subject to the approval of the Auditors) determine as convenient for selecting the number of shares required to be drawn.

  
D. BUDD,

Chairman

932343

THE COMPANIES ACTS 1948 to 1957

Company Limited by Shares

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EXTRAORDINARY RESOLUTION

OF

TRAVEL LORE LIMITED

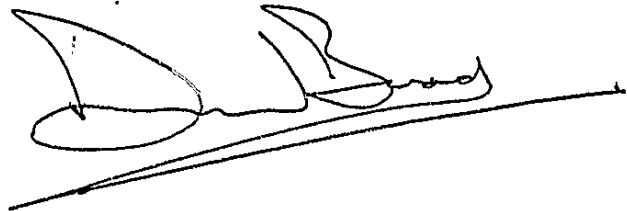
Passed 2nd October 1968

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At an Extraordinary General Meeting of the Members of the above Company duly convened and held at 118 Shenley Avenue, Ruislip, Middlesex on Wednesday, the 2nd day of October 1968, the following Extraordinary Resolution was passed:-

EXTRAORDINARY RESOLUTION

That the Capital of the Company be increased to Twenty Thousand Pounds by the creation of 12,000 shares of £1 each.



D. BUDD,

Chairman





Number of }  
Company } 932743

11



# THE COMPANIES ACT, 1948

## NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63

Insert the  
Name  
of the  
Company

TRAVEL LORE

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.)

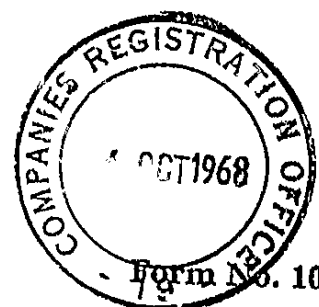
Presented by

Document Filer's Reference DWT

Attlee, Edge & Lambert,

163 Hamstead Road,

Handsworth, Birmingham 20.



To THE REGISTRAR OF COMPANIES,

Travel Lore

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

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by a \* Extra-ordinary

Resolution of the Company dated the 2nd day of October 1968,

the nominal capital of the Company has been increased by the addition thereto of the sum of £12,000 beyond the registered capital of £8,000

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
12,000	Unclassified	£1

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 :—

To be fixed when shares are issued

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

Signature.....

State whether Director  
or Secretary

Director

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

Number of  
Company

932343

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

TRAVEL LORE

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

Attlee, Edge & Lambert

163 Hamstead Road,

Handsworth, Birmingham 20.



The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street W.1; 55-59 Newhall Street, Birmingham 2; 21 Charles Street, Cardiff; 10, 2, 4, 6, 8, 10, 12, 14, 16, 18, 20, 22, 24, 26, 28, 30, 32, 34, 36, 38, 40, 42, 44, 46, 48, 50, 52, 54, 56, 58, 60, 62, 64, 66, 68, 70, 72, 74, 76, 78, 80, 82, 84, 86, 88, 90, 92, 94, 96, 98, 100, 102, 104, 106, 108, 110, 112, 114, 116, 118, 120, 122, 124, 126, 128, 130, 132, 134, 136, 138, 140, 142, 144, 146, 148, 150, 152, 154, 156, 158, 160, 162, 164, 166, 168, 170, 172, 174, 176, 178, 180, 182, 184, 186, 188, 190, 192, 194, 196, 198, 200, 202, 204, 206, 208, 210, 212, 214, 216, 218, 220, 222, 224, 226, 228, 230, 232, 234, 236, 238, 240, 242, 244, 246, 248, 250, 252, 254, 256, 258, 260, 262, 264, 266, 268, 270, 272, 274, 276, 278, 280, 282, 284, 286, 288, 290, 292, 294, 296, 298, 300, 302, 304, 306, 308, 310, 312, 314, 316, 318, 320, 322, 324, 326, 328, 330, 332, 334, 336, 338, 340, 342, 344, 346, 348, 350, 352, 354, 356, 358, 360, 362, 364, 366, 368, 370, 372, 374, 376, 378, 380, 382, 384, 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786, 788, 790, 792, 794, 796, 798, 800, 802, 804, 806, 808, 810, 812, 814, 816, 818, 820, 822, 824, 826, 828, 830, 832, 834, 836, 838, 840, 842, 844, 846, 848, 850, 852, 854, 856, 858, 860, 862, 864, 866, 868, 870, 872, 874, 876, 878, 880, 882, 884, 886, 888, 890, 892, 894, 896, 898, 900, 902, 904, 906, 908, 910, 912, 914, 916, 918, 920, 922, 924, 926, 928, 930, 932, 934, 936, 938, 940, 942, 944, 946, 948, 950, 952, 954, 956, 958, 960, 962, 964, 966, 968, 970, 972, 974, 976, 978, 980, 982, 984, 986, 988, 990, 992, 994, 996, 998, 1000, 1002, 1004, 1006, 1008, 1010, 1012, 1014, 1016, 1018, 1020, 1022, 1024, 1026, 1028, 1030, 1032, 1034, 1036, 1038, 1040, 1042, 1044, 1046, 1048, 1050, 1052, 1054, 1056, 1058, 1060, 1062, 1064, 1066, 1068, 1070, 1072, 1074, 1076, 1078, 1080, 1082, 1084, 1086, 1088, 1090, 1092, 1094, 1096, 1098, 1100, 1102, 1104, 1106, 1108, 1110, 1112, 1114, 1116, 1118, 1120, 1122, 1124, 1126, 1128, 1130, 1132, 1134, 1136, 1138, 1140, 1142, 1144, 1146, 1148, 1150, 1152, 1154, 1156, 1158, 1160, 1162, 1164, 1166, 1168, 1170, 1172, 1174, 1176, 1178, 1180, 1182, 1184, 1186, 1188, 1190, 1192, 1194, 1196, 1198, 1200, 1202, 1204, 1206, 1208, 1210, 1212, 1214, 1216, 1218, 1220, 1222, 1224, 1226, 1228, 1230, 1232, 1234, 1236, 1238, 1240, 1242, 1244, 1246, 1248, 1250, 1252, 1254, 1256, 1258, 1260, 1262, 1264, 1266, 1268, 1270, 1272, 1274, 1276, 1278, 1280, 1282, 1284, 1286, 1288, 1290, 1292, 1294, 1296, 1298, 1300, 1302, 1304, 1306, 1308, 1310, 1312, 1314, 1316, 1318, 1320, 1322, 1324, 1326, 1328, 1330, 1332, 1334, 1336, 1338, 1340, 1342, 1344, 1346, 1348, 1350, 1352, 1354, 1356, 1358, 1360, 1362, 1364, 1366, 1368, 1370, 1372, 1374, 1376, 1378, 1380, 1382, 1384, 1386, 1388, 1390, 1392, 1394, 1396, 1398, 1400, 1402, 1404, 1406, 1408, 1410, 1412, 1414, 1416, 1418, 1420, 1422, 1424, 1426, 1428, 1430, 1432, 1434, 1436, 1438, 1440, 1442, 1444, 1446, 1448, 1450, 1452, 1454, 1456, 1458, 1460, 1462, 1464, 1466, 1468, 1470, 1472, 1474, 1476, 1478, 1480, 1482, 1484, 1486, 1488, 1490, 1492, 1494, 1496, 1498, 1500, 1502, 1504, 1506, 1508, 1510, 1512, 1514, 1516, 1518, 1520, 1522, 1524, 1526, 1528, 1530, 1532, 1534, 1536, 1538, 1540, 1542, 1544, 1546, 1548, 1550, 1552, 1554, 1556, 1558, 1560, 1562, 1564, 1566, 1568, 1570, 1572, 1574, 1576, 1578, 1580, 1582, 1584, 1586, 1588, 1590, 1592, 1594, 1596, 1598, 1600, 1602, 1604, 1606, 1608, 1610, 1612, 1614, 1616, 1618, 1620, 1622, 1624, 1626, 1628, 1630, 1632, 1634, 1636, 1638, 1640, 1642, 1644, 1646, 1648, 1650, 1652, 1654, 1656, 1658, 1660, 1662, 1664, 1666, 1668, 1670, 1672, 1674, 1676, 1678, 1680, 1682, 1684, 1686, 1688, 1690, 1692, 1694, 1696, 1698, 1700, 1702, 1704, 1706, 1708, 1710, 1712, 1714, 1716, 1718, 1720, 1722, 1724, 1726, 1728, 1730, 1732, 1734, 1736, 1738, 1740, 1742, 1744, 1746, 1748, 1750, 1752, 1754, 1756, 1758, 1760, 1762, 1764, 1766, 1768, 1770, 1772, 1774, 1776, 1778, 1780, 1782, 1784, 1786, 1788, 1790, 1792, 1794, 1796, 1798, 1800, 1802, 1804, 1806, 1808, 1810, 1812, 1814, 1816, 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2150, 2152, 2154, 2156, 2158, 2160, 2162, 2164, 2166, 2168, 2170, 2172, 2174, 2176, 2178, 2180, 2182, 2184, 2186, 2188, 2190, 2192, 2194, 2196, 2198, 2200, 2202, 2204, 2206, 2208, 2210, 2212, 2214, 2216, 2218, 2220, 2222, 2224, 2226, 2228, 2230, 2232, 2234, 2236, 2238, 2240, 2242, 2244, 2246, 2248, 2250, 2252, 2254, 2256, 2258, 2260, 2262, 2264, 2266, 2268, 2270, 2272, 2274, 2276, 2278, 2280, 2282, 2284, 2286, 2288, 2290, 2292, 2294, 2296, 2298, 2300, 2302, 2304, 2306, 2308, 2310, 2312, 2314, 2316, 2318, 2320, 2322, 2324, 2326, 2328, 2330, 2332, 2334, 2336, 2338, 2340, 2342, 2344, 2346, 2348, 2350, 2352, 2354, 2356, 2358, 2360, 2362, 2364, 2366, 2368, 2370, 2372, 2374, 2376, 2378, 2380, 2382, 2384, 2386, 2388, 2390, 2392, 2394, 2396, 2398, 2400, 2402, 2404, 2406, 2408, 2410, 2412, 2414, 2416, 2418, 2420, 2422, 2424, 2426, 2428, 2430, 2432, 2434, 2436, 2438, 2440, 2442, 2444, 2446, 2448, 2450, 2452, 2454, 2456, 2458, 2460, 2462, 2464, 2466, 2468, 2470, 2472, 2474, 2476, 2478, 2480, 2482, 2484, 2486, 2488, 2490, 2492, 2494, 2496, 2498, 2500, 2502, 2504, 2506, 2508, 2510, 2512, 2514, 2516, 2518, 2520, 2522, 2524, 2526, 2528, 2530, 2532, 2534, 2536, 2538, 2540, 2542, 2544, 2546, 2548, 2550, 2552, 2554, 2556, 2558, 2560, 2562, 2564, 2566, 2568, 2570, 2572, 2574, 2576, 2578, 2580, 2582, 2584, 2586, 2588, 2590, 2592, 2594, 2596, 2598, 2600, 2602, 2604, 2606, 2608, 2610, 2612, 2614, 2616, 2618, 2620, 2622, 2624, 2626, 2628, 2630, 2632, 2634, 2636, 2638, 2640, 2642, 2644, 2646, 2648, 2650, 2652, 2654, 2656, 2658, 2660, 2662, 2664, 2666, 2668, 2670, 2672, 2674, 2676, 2678, 2680, 2682, 2684, 2686, 2688, 2690, 2692, 2694, 2696, 2698, 2700, 2702, 2704, 2706, 2708, 2710, 2712, 2714, 2716, 2718, 2720, 2722, 2724, 2726, 2728, 2730, 2732, 2734, 2736, 2738, 2740, 2742, 2744, 2746, 2748, 2750, 2752, 2754, 2756, 2758, 2760, 2762, 2764, 2766, 2768, 2770, 2772, 2774, 2776, 2778, 2780, 2782, 2784, 2786, 2788, 2790, 2792, 2794, 2796, 2798, 2800, 2802, 2804, 2806, 2808, 2810, 2812, 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3478, 3480, 3482, 3484, 3486, 3488, 3490, 3492, 3494, 3496, 3498, 3500, 3502, 3504, 3506, 3508, 3510, 3512, 3514, 3516, 3518, 3520, 3522, 3524, 3526, 3528, 3530, 3532, 3534, 3536, 3538, 3540, 3542, 3544, 3546, 3548, 3550, 3552, 3554, 3556, 3558, 3560, 3562, 3564, 3566, 3568, 3570, 3572, 3574, 3576, 3578, 3580, 3582, 3584, 3586, 3588, 3590, 3592, 3594, 3596, 3598, 3600, 3602, 3604, 3606, 3608, 3610, 3612, 3614, 3616, 3618, 3620, 3622, 3624, 3626, 3628, 3630, 3632, 3634, 3636, 3638, 3640, 3642, 3644, 3646, 3648, 3650, 3652, 3654, 3656, 3658, 3660, 3662, 3664, 3666, 3668, 3670, 3672, 3674, 3676, 3678, 3680, 3682, 3684, 3686, 3688, 3690, 3692, 3694, 3696, 3698, 3700, 3702, 3704, 3706, 3708, 3710, 3712, 3714, 3716, 3718, 3720, 3722, 3724, 3726, 3728, 3730, 3732, 3734, 3736, 3738, 3740, 3742, 3744, 3746, 3748, 3750, 3752, 3754, 3756, 3758, 3760, 3762, 3764, 3766, 3768, 3770, 3772, 3774, 3776, 3778, 3780, 3782, 3784, 3786, 3788, 3790, 3792, 3794, 3796, 3798, 3800, 3802, 3804, 3806, 3808, 3810, 3812, 3814, 3816, 3818, 3820, 3822, 3824, 3826, 3828, 3830, 3832, 3834, 3836, 3838, 3840, 3842, 3844, 3846, 3848, 3850, 3852, 3854, 3856, 3858, 3860, 3862, 3864, 3866, 3868, 3870, 3872, 3874, 3876, 3878, 3880, 3882, 3884, 3886, 3888, 3890, 3892, 3894, 3896, 3898, 3900, 3902, 3904, 3906, 3908, 3910, 3912, 3914, 3916, 3918, 3920, 3922, 3924, 3926, 3928, 3930, 3932, 3934, 3936, 3938, 3940, 3942, 3944, 3946, 3948, 3950, 3952, 39

# THE NOMINAL CAPITAL

OF

TRAVEL LORE

\_\_\_\_\_  
Limited

has by a Resolution of the Company dated

\_\_\_\_\_  
2nd October 1968 been increased by

the addition thereto of the sum of £12,000

divided into :—

\_\_\_\_\_  
12,000 Shares of £1 each

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

beyond the registered Capital of £8,000

Signature \_\_\_\_\_



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

Dated the \_\_\_\_\_ 3rd day of October 1968.

Number of Company:

932343

140

24-5-84



THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

OF

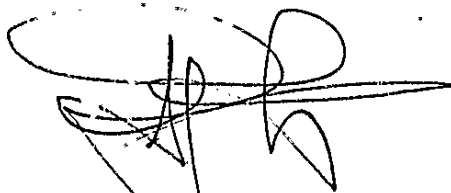
TRAVEL LORE LIMITED

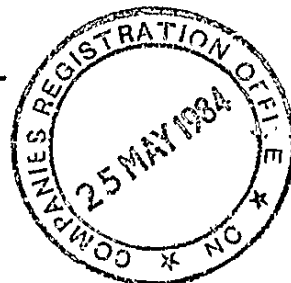
Passed the 10th day of MAY 1984.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 10th day of MAY 1984, the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to

SMALLWOOD TAYLOR TRAVEL LIMITED

  
CHAIRMAN.



mid.110  
673876



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 932343

/41

I hereby certify that

TRAVEL LORE LIMITED

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

SMALLWOOD TAYLOR TRAVEL  
LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 8TH JUNE 1984

*D. M. Wilkie*  
MRS. D. M. WILKIE

an authorised officer

# THE COMPANIES ACTS 1948 TO 1976

Form No

## 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 block lettering

To the Registrar of Companies

For official use

Company number

Name of company

43

932343

\*delete if inappropriate

SMALLWOOD TAYLOR TRAVEL

Limited\*

### Note

Please read notes 1 to 5 overleaf before completing this form

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:

Day Month

3 1 0 3

delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended] and [is to be treated as having come to an end] [will come to an end] on

Day Month Year

3 1 0 3 1 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

the accounting reference date of which is , company number

delete as appropriate

Signed

for and on behalf of

[Director] [Secretary] Date

24/8/84

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

Business Administrative Services Ltd

For official use  
General section

Post room



Number of Company: 932343

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

(Pursuant to Section 141 (2) of the Companies Act 1948)

SPECIAL RESOLUTION


OF

SMALLWOOD TAYLOR TRAVEL LIMITED

Passed the 8th day of May, 1986

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held the 8th day of May, 1986, the following SPECIAL RESOLUTION was duly passed:-

"That the name of the Company be changed to  
PLATINUM TRAVEL INTERNATIONAL LIMITED"

  
Chairman

OK  
419mbx05  
Jaw  
226216





# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 932343

152

I hereby certify that

SMALLWOOD TAYLOR TRAVEL LIMITED

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

PLATINUM TRAVEL INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the

19TH JUNE 1986

*E. Jones.*

MRS E. J. JONES

an authorised officer

Number of Company: 932343

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

---

SPECIAL RESOLUTION

OF

PLATINUM TRAVEL INTERNATIONAL LTD

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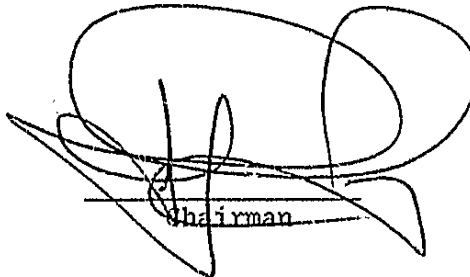
Passed on 18th day of January, 1988

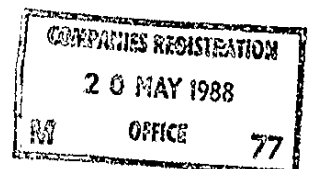
---

At an Extraordinary General Meeting of the Company, duly convened, and held the 18th day of January, 1988, the following Special Resolution was duly passed:-

"That the existing clause Section 13 of the Articles of Association be deleted and that clause below be adopted in it's place."

Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than one nor more than eight. The first Directors shall be appointed by the subscribers of the Memorandum of Association.

  
Chairman



# G

COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

932343

Name of company

\* PLATINUM TRAVEL INTERNATIONAL LIMITED

\* Insert full name of company

gives notice 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

Day Month

3	1	1	2
---	---	---	---

### Note

Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3	1	1	2	1	9	8	8
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The current accounting reference period of the company is to be treated as [shortened]~~[extended]~~† and ~~is to be~~ treated as having come to an end~~[will come to an end]~~† on

† delete as 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 225(6)(c) of the Companies Act 1985, the following statement should be completed:

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

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

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

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

Signed [Signature] Designation‡ SECRETARY Date 14.12.88

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

For official Use  
General Section

Post room

COMPANIES HOUSE

17 DEC 1988

M

68

932343

**PANNELL  
KERR  
FORSTER**  
CHARTERED ACCOUNTANTS

*Incorporating*

Norris Gilbert Stern

New Garden House  
78 Hatton Garden  
London EC1N 8JA  
Telephone: 01 831 7393  
Telex: 295925  
Telefax: 01-405-6736

The Directors  
Platinum Travel International Limited  
The Colonnades  
82 Bishops Bridge Road  
London  
W2 6BB

37/JG/59.33

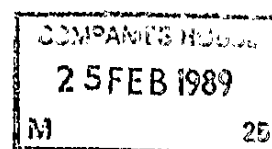
13 December 1988

Dear Sirs

We hereby offer to resign as auditors to the company.

There are no circumstances connected with such resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully



Registered No. 932343

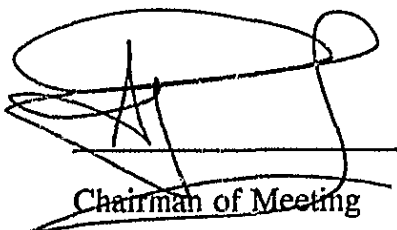
THE COMPANIES ACTS 1985  
PRIVATE COMPANY LIMITED BY SHARES  
ELECTIVE RESOLUTIONS  
OF  
PLATINUM TRAVEL INTERNATIONAL LIMITED

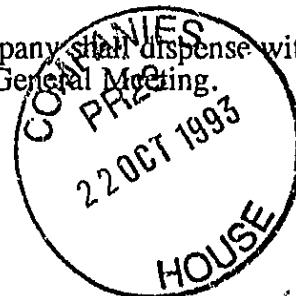
(Passed 30th September 1993)

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company convened on 21 days notice in writing and held at the Registered Offices on 30th September 1993 at 2.00pm, all the Members of the Company entitled to vote at the meeting agreed, in person or by proxy, that the following resolutions be passed as Elective Resolutions of the Company pursuant to Section 379A of the Companies Act 1985 (as inserted by Section 116 of the Companies Act 1989):

1. That for the current year and all subsequent years the Company shall dispense with the holding of Annual General Meetings.
2. That the Company shall dispense with the obligation to appoint auditors annually.
3. That for the current year and all subsequent years the Company shall dispense with the laying of accounts and reports before the Company in General Meeting.

Dated 11th October 1993

  
Chairman of Meeting



**PLATINUM TRAVEL INTERNATIONAL LIMITED**

**Minutes of an Extraordinary General Meeting held  
on 30th September, 1993 at the Registered Office**

**Present:** A Quorum of Shareholders

A J Taylor (Chairman)

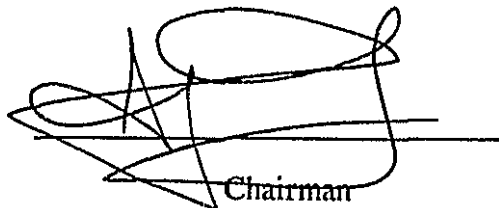
**In attendance:** M D Miller (Company Secretary)

The Chairman tabled a resolution whereby pursuant to Section 379A of the Companies Act 1985 (as inserted by Section 116 of the Companies Act 1989) the following were proposed:

1. That for the current year and all subsequent years the Company shall dispense with the holding of Annual General Meetings.
2. That the Company shall dispense with the obligation to appoint auditors annually.
3. That for the current year and all subsequent years the Company shall dispense with the laying of accounts and reports before the Company in general meeting.

All three resolutions were put to the vote.

**IT WAS UNANIMOUSLY RESOLVED** that all three resolutions be adopted and that the Company Secretary forward to Companies House a copy of the resolutions.



Chairman