

Number of
Company

954968 | 1

THE COMPANIES ACT, 1948

REGISTERED

27 MAY 1959

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.

Parking Management (Investments)

LIMITED

Presented by

Document Filer's Reference MS/SNM

Nabarro, Nathanson & Co.,

211 Piccadilly,

London, W.1.

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

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 152 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Malcolm Scott
of 211 Piccadilly, London, W.1.

Do solemnly and sincerely declare that I am (") a Solicitor
of the Supreme Court engaged in the formation

(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".

of Parking Management (Investments)
Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at 15 Jermyn Street
London W.1

the 15th day of May
one thousand nine hundred and
sixty-nine

Before me,

Arvala

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

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

Mal Scott

STATEMENT OF THE NOMINAL CAPITAL

REGISTERED
27 MAY 1939

OF

PARKING MANAGEMENT (INVESTMENTS)

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 £ 100 divided into
100 Shares of £1 each.

Signature Nabarro Nathanson & Co

Description Solicitors engaged in the formation

Dated the Eighth day of May 19 69

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..... MS/SNM
Nabarro, Nathanson & Co.,

211 Piccadilly,

London, W.1.

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

101-102 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
25 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



954968/3



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Parking Management (Investments) Limited.

1. The name of the Company is "PARKING MANAGEMENT (INVESTMENTS) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) To purchase for investment land and buildings and other property of any tenure and any interest therein, and to create freehold and leasehold ground rents, chief rents, and to let and grant leases and licences to and to make arrangements with lessors and tenants and to acquire and grant easements and other rights and privileges and generally to acquire and hold, land and business, commercial, industrial, house and other property.
 - (B) To acquire by purchase, lease, exchange or otherwise, land and buildings of any tenure or description whether situate in England or elsewhere and any estate or interest or any easement, rights, privileges or concessions connected with any such lands or buildings and to advance money on mortgage securities.



(2)

- (C) To develop any land or buildings acquired by the Company or in which it is interested and in particular by laying-out and preparing the same for building purposes and by constructing, altering, pulling down, repairing, decorating, furnishing, fitting up, improving and maintaining dwelling-houses, hotels, restaurants, flats, clubs, offices, warehouses, shops, factories and other buildings and conveniences of all kinds and by planting, draining, farming, cultivating, letting on building lease or agreements and by entering into contracts and arrangements of all kinds with builders, contractors, landlords, tenants and others.
- (D) To manage land, buildings and other property whether belonging to the Company or not, and to collect rents and incomes and to supply to tenants and occupiers and others, refreshments, meals, attendance, messengers, lifts, heating, lighting and other services and conveniences.
- (E) To carry on business as proprietors of flats, houses, offices, boarding houses or hotels and as managers thereof, and to undertake and execute any trusts ~~and~~ ^{the} under-taking of which may seem to the Company desirable. *MS*
- (F) To sell, realise, vary and transpose any property or investments for the time being of the Company, to let on rent, royalty, share of profits or other-wise, grant licences, easements and other rights in or over the undertaking and all or any of the property and assets for the time being of the Company, and generally to dispose of or turn to account all or any of the property and assets of the Company or any interest therein for such consideration as the Company shall think fit (but so that nothing in this sub-clause contained shall authorise the Company to deal in property or investments).
- (G) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company.

(3)

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business or objects.
- (I) 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, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) 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.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of persons having dealings with the Company and with other persons.
- (L) To lend and advance money and give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or secured under a trust deed or other assurance by mortgage or charge on all or any part of the undertaking property or assets of the Company (present or future) including its uncalled capital or by both such methods and in particular (but without prejudice to the generality of the foregoing) to guarantee, support or give security as aforesaid

(4)

- for the performance of any obligations and the repayment or payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities, including particularly the obligations or securities of any company which is (within the meaning of Section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary of any such holding company.
- (M) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (N) 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 or securities and in such manner as may from time to time be determined.
- (O) 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 guaranteed rights in respect of dividend or repayment of capital 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.
- (P) 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 guaranteed rights in respect of dividend or repayment of capital 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 or 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.

(5)

- (Q) To enter into any partnership or joint purse arrangements or arrangements for sharing profits, union of interest 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.
- (R) 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 or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest 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.
- (S) To purchase or otherwise acquire 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.
- (T) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances, and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company

(6)

or with any such subsidiary or who may be or have been Directors or officers of the Company or of any such other Company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependants of any such persons, and to establish subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (U) 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.
- (V) 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.
- (W) 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, sub-contractors trustees or otherwise.

(7)

- (X) To do all such other things as are incidental or conducive to the above objects or any of them, provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance, industrial assurance, motor assurance, or any business of insurance or re-insurance, within the meaning of the Assurance Companies Act 1909, or any Act amending, extending or re-enacting the same.

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 to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

(8)

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. (In Words)
Mahmud Fatt 211 Piccadilly London W.1. Solicitor	One
James Anthony Stogel 211 Piccadilly London, W.1. Solicitor	one

DATED this 8th day of May , 1969.

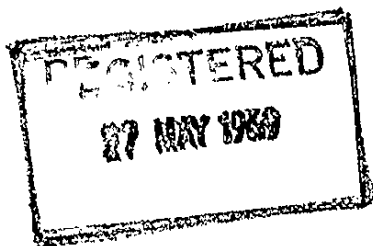
WITNESS to the above Signatures :-

Stellman

211 Piccadilly

London W.1.

Solicitors Articled Clerk.



954968 / 4

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

Parking Management (Investments) Limited.

PRELIMINARY

1. The regulations contained in Part I of Table "A" in the First Schedule to the Companies Act, 1948 (which Table is hereinafter called Table "A") shall apply to the Company save in so far as they are excluded or modified hereby to the exclusion of the regulations contained in Table "A" to any other Companies Act. The Regulations in Part I of Table "A" numbered 24, 53, 75, 76, 77, 79, 87, 88(a) and (f), 89, 90, 91, 92 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations in Part I of Table "A", the following shall be the Articles of Association of the Company.

PRIVATE COMPANY

2. The Company is a private company and accordingly the regulations contained in Part II of Table "A", except Regulation 1 therein, shall apply to the Company.

SHARES

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

4. All shares for the time being created and unissued shall be under the control of the Directors, who may subject to the consent of the board of directors of the Company's holding company allot,

grant options over, or otherwise deal with or dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, but so that no share shall be issued at a discount except as provided by Section 57 of the Act. In Regulation 3 in Part I of Table "A" the words "with the sanction of an Ordinary Resolution" shall be deemed to be deleted. For the purposes of these Articles the expression "holding company" means a company which is by virtue of S.154 of the Act deemed to be a holding company of the Company for the purposes of the Act and which is a member of the Company.

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

6. In Regulation 15 in Part I of Table "A" the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

7. In Regulation 22 in Part I of Table "A" the words "and transferee" shall be deemed to be deleted.

8. Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

NOTICES OF MEETINGS

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

(11)

RESOLUTIONS

10. Any such resolution in writing as is referred to in Regulation 5 in Part II of Table "A" may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Regulation referred to.

PROCEEDINGS AT GENERAL MEETINGS

11. The following words shall be added to the end of Regulation 52 in Part I of Table "A" "and fixing the remuneration of Directors".

12. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Regulation 54 in Part I of Table "A".

13. It shall not be necessary to give any notice of an adjourned meeting and Regulation 57 in Part I of Table "A" shall be construed accordingly.

14. A poll may be demanded by any Member present in person or by proxy and Regulation 58 in Part I of Table "A" shall be modified accordingly.

15. The words "in any instrument of proxy sent by the Company in relation to the meeting" shall be substituted for the words "in the notice convening the meeting" in Regulation 69 in Part I of Table "A".

DIRECTORS

16. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two.

17. The remuneration of the Directors shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

18. The Company's holding company shall have the power of :-

- (a) determining the maximum number of Directors;
- (b) removing a Director or Directors;
- (c) appointing any new Director or Directors;
and
- (d) determining the remuneration of Directors from time to time.

Any such power shall be exercised by a resolution of the board of directors of the holding company of which notice shall have been given to the Company in writing signed on behalf of the holding company by any director or the secretary thereof.

19. A Director need not hold any Shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend and speak at all General Meetings of the Company and at all separate General Meetings of the holders of any class of Shares in the capital of the Company and Regulation 134 in Part I of Table "A" shall be modified accordingly.

20. Subject to the sanction of the board of directors of the Company's holding company, the Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

21. 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 does 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 Regulation 84 in Part I of Table "A" shall be modified accordingly.

22. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Regulation 86 in Part I of Table "A" shall be modified accordingly.

23. The Directors on behalf of the Company may subject to the sanction of the board of directors

of the Company's holding company, pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

24. A Director shall not retire by rotation and Regulations 93, 94, 95, 96 and 97 in Part I of Table "A" shall be modified accordingly.

25. (i) The board of directors of the Company's holding company may by resolution from time to time appoint any person to be an official of the Company who shall be known as an Associate Director and may from time to time remove any such person from such appointment, with or without appointing another in his place; provided that there shall not at any one time be more than twelve persons holding the appointment of Associate Director. Any appointment or removal of a person to or from such office shall take effect as from the time of passing the resolution by which such appointment or removal is determined upon, or from such other time as may be fixed by such resolution. Every resolution appointing or removing a person to or from such office shall be recorded in the Company's Minute Book in which Minutes of the proceedings of the Board are recorded.

(ii) The board of directors of the Company's holding company may from time to time define, limit and restrict the powers, authorities and discretions and may fix and determine the remuneration, duties, immunities, period of office and share qualifications (if any) of such Associate Directors generally, or of any particular one or more of such Associate Directors.

(iii) A person holding the appointment of Associate Director shall not be entitled to receive notice of or to attend at meetings of the Directors except as may from time to time be determined by the board of directors of the Company's holding company. No such Associate Directors shall be reckoned in the quorum or vote at any meeting of the Directors.

(iv) Persons holding the appointment of Associate Director shall not be reckoned in the number of Directors for the purposes of Article 16

and generally the expression "Director" or "Directors" where used in these Articles shall not include an Associate Director unless the context so requires, nor shall any person holding the appointment of Associate Director be deemed to be a Director of the Company within the meaning or for the purposes of the Act.

26. Any such resolution in writing as is referred to in Regulation 106 in Part I of Table "A" may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Regulation 106 in Part I of Table "A" shall be modified accordingly.

27. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

28. (a) The Directors may from time to time appoint one or more of their body to be Managing or Executive Director or Joint Managing or Executive Directors of the Company, for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (subject to the provisions of sub-clause (b) hereof and without prejudice to any claim for damages any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall (without prejudice as aforesaid) ipso facto and immediately cease to be a Managing Director or such Executive Director.

(b) A Managing Director or Executive Director holding office as such for a fixed period shall

(15)

not be entitled to resign as a Director of the Company and Regulation 88(e) in Part I of Table "A" shall be modified accordingly.

NOTICES

29. Regulation 131 in Part I of Table "A" shall apply as if there were deleted therefrom the words "in the case of a notice of a meeting" and the words "and in any other case at the time at which the letter would be delivered in the ordinary course of post."

Names, Addresses and Descriptions of Subscribers

Malcolm Pratt

211, Piccadilly

London W.1.

Solicitor. ✓

David Anthony Stegal

211, Piccadilly

London, W.1.

Solicitor /

DATED this eighth day of May, 1969.

WITNESS to the above Signatures :-

[Signature]

211, Piccadilly

London, W.1. ✓

Solicitor's Articled Clerk.



CERTIFICATE OF INCORPORATION

No. **954988**

I hereby certify that

PARKING MANAGEMENT (INVESTMENTS) 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

27th May, 1969.


(R. L. SWANN ;
Assistant Registrar of Companies