

1136375

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

*Insert the
Name of the
Company.*

GILES W. PRITCHARD-GORDON & CO.
LIMITED

Presented by

Presenter's Reference 50/51

INCE & CO.,

Knollys House, 11 Byward Street

LONDON, E.C.3.

Form No. 41
(No filing fee payable)

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyez House, Breems Buildings,
Fetter Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, GEORGE HENRY MARTIN

of Knollys House, 11 Byward Street, London, E.C.3.

(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 sinzerely declare that I am (a) a Solicitors of
the Supreme Court engaged in the formation

of GILES W. PRITCHARD-GORDON & CO.

Limited

and that all the requircments 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 52, Norfolk Lane
London EC3

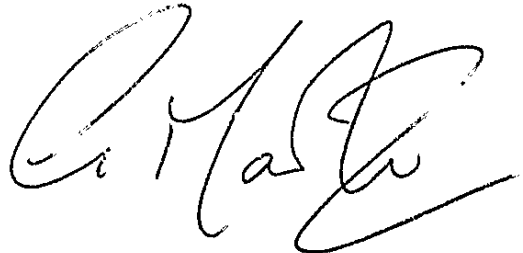
the 14th day of August

one thousand nine hundred and seventy
three

Before me,

Edw. Seale Haggins.

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



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

1136375

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GILES W. PRITCHARD-GORDON & CO.,

LIMITED

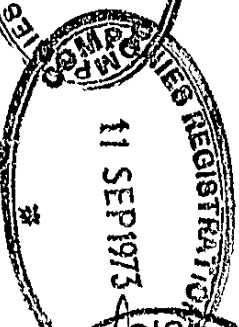
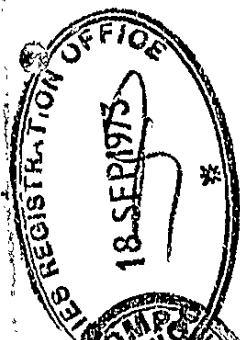
1. The name of the Company is " GILES W. PRITCHARD-GORDON & CO. LIMITED".

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 all or any of the businesses of shipbrokers, ships' agents, loading brokers, insurance brokers, ship store dealers, freight and general contractors, managers of shipping and other property, shipowners, carriers by land, sea and air, barge owners, tug owners, lightermen, stevedores, cargo superintendents, forwarding agents, travel agents, warehousemen, wharfingers, merchants, importers and exporters, and general traders.

To purchase, build, charter, hire, or otherwise acquire and hold ships and vessels or any shares or interest in ships and vessels and also shares, stocks and securities of any company possessed of or interested in any ships or vessels, or



interested in any of the businesses referred to in sub-clause (A) hereof, and to maintain, repair, improve, sell, exchange, let out or otherwise deal with and dispose of any ships, vessels, or shares, stocks or securities aforesaid.

- (C) to carry on the businesses of storekeepers, ship chandlers, ship furnishers and suppliers in all their branches and in particular to buy, sell, manufacture, and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale and retail, for the building, repairing, decorating, furnishing, victualling and maintaining of ships and vessels of every description or otherwise.

- (D) To carry on any other trade or business whatsoever which, in the opinion of the Directors, can be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or assets or further any of its objects.
- (E) To purchase or otherwise acquire all or any part of the business, property and liabilities of (i) any company carrying on any business within the objects of the Company or (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.
- (F) To invest and participate in any other company, business, firm or enterprise throughout the world.
- (G) 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.

- (H) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, with or without any declared trust in favour of the Company.
- (I) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, docks, harbours, piers, canals, waterworks, 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.
- (J) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not), to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital and to secure 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, by any of the means

(K) To lend money or give credit to such persons, firms or companies on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.

(L) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said section) of any such holding company.

(M) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary allied or associated company, or its predecessors

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, their dependants 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 such persons and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons.

- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.
- (O) 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 (including land of any tenure in any part of the World) and in such manner as may from time to time be determined and to dispose of or vary any such investments or securities.
- (P) 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.

- (Q) 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 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.
- (R) To enter into any partnership or into any arrangement for joint working in business or 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.
- (S) To establish, promote, finance or assist or concur in establishing, promoting, financing or assisting any other company whose objects shall include the acquisition and taking over of all or any of the property rights 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.
- (T) 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.

- (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 apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence, or authorisation of any government or other authority (supreme municipal local or otherwise), provisional order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (W) To enter into any arrangement with any government or other authority (supreme, municipal, local or otherwise) or any corporation, company or person

that may seem conducive to the objects of the Company or any of them, and to obtain from any such government, other authority, corporation, company or person any contract, decree, right, privilege or concession which the Company may think desirable and to carry out, exercise and comply with any such contract, decree, right, privilege or concession.

- (X) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (Y) 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 and for such purpose to distinguish and separate capital from profits, 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.
- (Z) 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.
- (AA) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery and the legal and other expenses of the promoters.

- (BB) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.
- (CC) To procure the Company to be registered or recognised in any foreign country or place.
- (DD) To do all such other things as may be deemed incidental or conducive to the above objects or any of them.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

- 4. The liability of the members is limited. ✓
- 5. The share capital of the Company is £5000 divided into 5000 shares of £1 each. ✓
- 6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in

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accordance with the provisions for the time being of the
Company's Articles of Association.

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And, 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. |
|--|--|
| George Henry Maltby Knollys House 11 Byward Street London E.C.3 Solicitor | One |
| John Stephen Madhurst Knollys House 11 Byward Street LONDON EC3R 5EN Solicitor | One |

re ally on
e
of

DATED this 13th day of August 1973

Witness to the above Signatures:

Victoria Amy Mairns,
111 Eastbrook Drive,
Rush Green,
Ranford, Essex
Secretary.

J. R. GRIGGS
A. CHEFNOOD
R. G. CRAWFORD
D. R. G. HAY
B. H. WALTHAM
G. D. COOPER
D. L. WEETCH
P. J. S. GRIGGS
M. J. SAUNDERS
R. J. GAYEY
O. M. D. STRONG
M. T. COOPER
M. J. BAKER-HARBER

CONSULTANT
A STANTON M. JURIS
EXAMINER IN ADMIRALTY

INCE AND CO.
SOLICITORS
KNOLLYS HOUSE
11 BYWARD STREET
LONDON EC3R 5EN

TELEPHONE
01-623 8411
(12 LINES)
TELEGRAMS
INCISIVE
LONDON. E.C.3
TELEX
NUMBER 685635
'ANSWER BACK' CODE
INCISIVE LDN

YOUR REF: 57221/1

OUR REF: 50

BY HAND

18th September 1973

The Registrar of Companies,
Companies House,
City Road,
E.C.1.

Dear Sir,

Giles W. Pritchard-Gordon & Co. Limited

Thank you for your letter of 17th September returning the Memorandum of Association, Declaration of Compliance and Form PUC 1, pointing out that the Articles of Association are missing.

You are no doubt aware, however, that if no Articles are sent with the Memorandum, then Table A will apply automatically and there is thus no need to present Articles on presentation of the Memorandum.

It is imperative for our client that this company be incorporated without delay and we shall be obliged therefore if you can do your utmost to ensure that the Certificate of Incorporation is issued this week.

We return the Memorandum of Association, Declaration of Compliance and Form PUC 1 herewith.

Yours faithfully,



CERTIFICATE OF INCORPORATION

No. 1136375

I hereby certify that

GILES W. PRITCHARD-GORDON & CO. 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 26th September 1973

N Taylor
(N. TAYLOR)

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GILES W. PRITCHARD-GORDON & CO. LIMITED

Passed the 16th day of May 1974

At an Extraordinary General Meeting of the Company held on the 16th day of May 1974 the following Resolution was proposed and passed as a Special Resolution:-

That the objects of the Company be altered by redesignating the existing Clause 3(C) of its Memorandum of Association as Clause 3(C)(i) and adding to Clause 3 of the said Memorandum of Association as Clause 3(C)(ii) thereof the Objects Clause set out in a print annexed hereto and for the purpose of identification initialled by the Chairman.



.....
Chairman

DRAFT MAIN OBJECTS CLAUSE -
FARMING

To carry on the business of farming in all its branches and in particular but without prejudice to the generality of the foregoing to carry on the business of dairymen and the manufacture and sale by wholesale or retail of cheese butter condensed milk and every form of tinned milk or milk sold in special containers or of a special grade or quality including powdered milk eggs eggpowders pies sausages and all other products of farm produce, to carry on the business of arable and fruit farmers millers and manufacturers of cereal products and the sale by wholesale or retail of flour fruit and all cereal or farm products, to carry on the business of bacon curers livestock breeders of every variety of animal or bird whether bred as pedigree stock or for the purpose of its sale as meat poultry hides or fur and to sell import export improve prepare deal and trade in cattle pigs poultry game and live and dead stock of every description, to carry on the business of poultry farmers including the erection or purchase of broiler houses and the sale by wholesale or retail of live and dead poultry, to deal in hides fat offal and all other by-products of the above businesses and to carry on the business of tanning and fellmongering, to construct slaughter houses cold storage premises warehouses sheds and all other premises necessary or expedient for the above purposes and to purchase or rent any interest in land for such purposes, to carry on the businesses of horticulturalists seed merchants timber growers and the sale of timber and trees of every kind and to acquire or erect glass houses and any other premises for the promotion of speedy growth of crops vegetables fruit or flowers and to sell the produce thereof by wholesale or retail.

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THE COMPANIES ACTS 1948 to 1967

S/Res A/m filed

COMPANY LIMITED BY SHARES

~~Business~~
managers of shipping
or other property

MEMORANDUM

No change

of

ASSOCIATION

- of -

GILES W. PRITCHARD-GORDON & CO. LIMITED

Incorporated the 26th day of September 1973

Certificate No. 1136375

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

GILES W. PRITCHARD-GORDON & CO. LIMITED

1. The name of the Company is "GILES W. PRITCHARD-GORDON & CO. 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 all or any of the businesses of shipbrokers, ships' agents, loading brokers, insurance brokers, ship store dealers, freight and general contractors, managers of shipping and other property, shipowners, carriers by land, sea and air, barge owners, tug owners, lightermen, stevedores, cargo superintendents, forwarding agents, travel agents, warehousemen, wharfingers, merchants, importers and exporters, and general traders.
 - (B) to purchase, build, charter, hire, or otherwise acquire and hold ships and vessels or any shares or interest in ships and vessels and also shares, stocks and securities of any company possessed or or interested in any ships or vessels, or

interested in any of the businesses referred to in sub-clause (A) hereof, and to maintain, repair, improve, sell, exchange, let out or otherwise deal with and dispose of any ships, vessels, or shares, stocks or securities aforesaid.

(C)(i) to carry on the businesses of storekeepers, ship chandlers, ship furnishers and suppliers in all their branches and in particular to buy, sell, manufacture, and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale and retail, for the building, repairing, decorating, furnishing, victualling and maintaining of ships and vessels of every description or otherwise.

(ii) to carry on the business of farming in all its branches and in particular but without prejudice to the generality of the foregoing to carry on the business of dairymen and the manufacture and sale by wholesale or retail of cheese, butter, condensed milk and every form of tinned milk or milk solid in special containers or of a special grade or quality including powdered milk, eggs, eggpowders, pies, sausages and all other products of farm produce, to carry on the business of arable and fruit farmers, millers and manufacturers of cereal products and the sale by wholesale or retail of flour, fruit and all cereal or farm products, to carry on the business of bacon curers livestock breeders of every variety of animal or bird whether bred as pedigree stock or for the purpose of its sale as meat, poultry,

Pursuant to a Special Resolution passed on 16th May 1974 the Memorandum of Association of the Company was altered with respect to its objects by redesignating the existing clause 3(C) as Clause 3(C)(i) and by adding clause 3(C)(ii)

stock or for the purpose of its sale as meat, poultry, hides or fur and to sell, import, export, improve, prepare, deal and trade in cattle, pigs, poultry, game and live and dead stock of every description, to carry on the business of poultry farmers including the erection or purchase of boiler houses and the sale by wholesale or retail of live and dead poultry, to deal in hides, fat, offal and all other by-products of the above businesses and to carry on the business of tanning and fellmongering, to construct slaughter houses, cold storage premises, warehouses, sheds and all other premises necessary or expedient for the above purposes and to purchase or rent any interest in land for such purposes, to carry on the businesses of horticulturalists, seed merchants, timber growers and the sale of timber and trees of every kind and to acquire or erect glass houses and any other premises for the promotion of speedy growth of crops, vegetables, fruit or flowers and to sell the produce thereof by wholesale or retail.

- 4
- (D) To carry on any other trade or business whatsoever which, in the opinion of the Directors, can be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or assets or further any of its objects.
 - (E) To purchase or otherwise acquire all or any part of the business, property and liabilities of (i) any company carrying on any business within the objects of the Company or (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.
 - (F) To invest and participate in any other company, business, firm or enterprise throughout the world.
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(J) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not), to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital and to secure 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, by any of the means aforesaid.

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(M) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary allied or associated company, or its predecessors in business or the dependants or connections of such persons, to establish and maintain or con-

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, their dependants 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 such persons and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons.

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- (R) To enter into any partnership or into any arrangement for joint working in business or 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.
- (S) To establish, promote, finance or assist or concur in establishing, promoting, financing or assisting any other company whose objects shall include the acquisition and taking over of all or any of the property rights 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.
- (T) 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.

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- (V) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government or other authority (supreme municipal local or otherwise), provisional order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (W.) To enter into any arrangement with any government or other authority (supreme, municipal, local or otherwise) or any corporation, company or person

that may seem conducive to the objects of the Company or any of them, and to obtain from any such government, other authority, corporation, company or person any contract, decree, right, privilege or concession which the Company may think desirable and to carry out, exercise and comply with any such contract, decree, right, privilege or concession.

- (X) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (Y) 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 and for such purpose to distinguish and separate capital from profits, 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.
- (Z) 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.
- (AA) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery and the legal and other expenses of the promoters.

- (BB) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.
- (CC) To procure the Company to be registered or recognised in any foreign country or place.
- (DD) To do all such other things as may be deemed incidental or conducive to the above objects or any of them.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is 25000 divided into 5000 shares of £1 each.
- 6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in

accordance with the provisions for the time being of the
Company's Articles of Association. .

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 |
|---|--|
|---|--|

George Henry Martin
Knollys House,
11 Byward Street,
London, E.C.3.

Solicitor

ONE

John Stephen Medhurst
Knollys House,
11 Byward Street,
London,
EC3R 5EN

Solicitor

ONE

DATED this 13th day of AUGUST 1973

WITNESS to the above Signatures :-

VICTORIA AMY HARRIS
11 Eastbrook Drive
Rush Green
Romford,
Essex

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM

of

ASSOCIATION

of

GILES W. PRITCHARD-GORDON & CO. LIMITED

Incorporated the 26th day of
September 1973.

Certificate No. 1136375

~~1136375/10~~
1136375/10
45 17
GILES W. PRITCHARD-GORDON LIMITED

M I N U T E S of a MEETING of the MEMBERS of the Company

held at 17, Stratton Street, London, W.1.

on Wednesday the 24th April 1974

Present:

Giles W. Pritchard-Gordon

Veronica Pritchard-Gordon

In Attendance:

K. I. Riches

INCREASE OF
NOMINAL
CAPITAL

IT WAS RESOLVED THAT the Nominal Share Capital of the Company
be increased from £5,000 to £100,000.

Mr. K. I. Riches was requested to attend to the appropriate
statutory requirements.

(signed) G. W. PRITCHARD-GORDON

V. PRITCHARD-GORDON.

NO. OF COMPANY 1136375/11

[C.F. 10]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY GILES W. PRITCHARD-GORDON
..... LIMITED.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S2706 (N)

Presented by

PINDER & COMPANY (KIR)

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

GILES W. PRITCHARD-GORDON

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Ordinary Resolution of the Company dated the twenty-fourth day of April 1974, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 95,000 beyond the registered Capital of £ 5,000.

The additional Capital is divided as follows:—

| Number of Shares. | Class of Share. | Nominal Amount of each Share. |
|-------------------|-----------------|-------------------------------|
| 95,000 | ORDINARY | £1 |

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

NONE of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature)

(State whether Director, or Secretary) DIRECTOR

Dated the twenty-fourth day of April 1974.

(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

This margin to be reserved for binding.

No. 1136375

25

THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to The Companies Act 1948
Section 10)

OF

GILES W. PRITCHARD-GORDON & CO. LIMITED

Passed the 25th day of May, 1978

At an Extraordinary General Meeting of the above named Company
duly convened, and held at 11-15 Arlington Street, St. James's,
London, S.W.1. on the 25th day of May, 1978 the following SPECIAL
RESOLUTION was duly passed:-

"That the Regulations contained or incorporated in Part II of
Table A in the First Schedule to the Companies Act 1948 shall
continue to be the regulations of the Company save that the
Proviso to Regulation 79 in Part 1 of the said Table A shall
not now apply to the Company "

Alan Rodney Wheeler

ALAN RODNEY WHEELER
(Secretary)



PINDER & COMPANY
CHARTERED ACCOUNTANTS

1136375
26
BALTIC EXCHANGE CHAMBERS
24, ST. MARY AXE
LONDON, EC3A 8HL

JOHN M. PINDER

TELEPHONE: 01-283 6340

31st March, 1978.

The Directors,
Giles W.Pritchard-Gordon & Co.Ltd.,
11-15, Arlington Street,
St.James's,
London, W.1.

Dear Sirs,

We hereby resign as Auditors of your Company with effect from 31st March 1978. We confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of your company.

Yours faithfully,

[Handwritten signature]

