

Number of  
Company

1175242

Form No. 41  
(No registration fee payable)

## 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

JETSAVE TOURS

LIMITED

Presented by

Presentor's Reference. DEW

Victor Mishcon & Co.

125 High Holborn

London WC1V 6QP.

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.  
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Companies 6C

\*\*\*

[P.T.O.]

I, DAVID EARNEST WEED

of 125 High Holborn, London WC1

(a) Her 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) A solicitor of the

Supreme Court engaged in the formation

of Jetsave Tours

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

11/13 Southgate

Row in Park Lane

the

13th

day of

June

one thousand nine hundred and

Seventy four

David E Weed

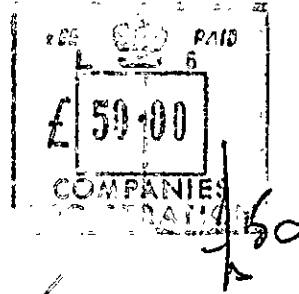
Before me,

[Signature]

A Commissioner for Oaths (b)

(b) Or  
Notary Public or  
Justice of the  
Peace as the case  
may be.

147329/8  
1175242/3



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

### Jetsave Tours Limited.

1. The name of the Company is JETSAVE TOURS 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 organise, conduct and carry on in any part of the world transport services, trips, tours and excursions of all kinds, and to carry on business as carriers of passengers, goods and mail by air, sea and land; to establish and carry on touring agencies, travel bureau and booking offices, to act as customs clearing agents, bankers and exchangers of money, and to issue travellers cheques, and provide service accommodation or any assistance to travellers and others.
  - (B) To carry on business as railway, travel, theatre, entertainment and general agents, hotel proprietors, restaurant and refreshment room proprietors, boarding house keepers, amusement caterers, licensed victuallers and innkeepers, wine and spirit merchants, shippers, carriers, forwarding agents and depository proprietors, and to establish and carry on clubs or club houses and other conveniences for travellers and others; to carry on business as proprietors of motor coaches, omnibuses, lorries, motor cars, ships and boats, flying boats and aircraft.

- (C) 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.
- (D) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (E) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (F) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (G) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (H) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (I) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (J) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (K) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To lend money to persons or companies on such terms as may seem expedient and in

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (M) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Q) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (R) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (T) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (V) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (X) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber. (In Words)
<p>STANLEY LEE</p> <p><i>Stanley Lee</i></p> <p>125 High Holborn London W.C.1. Solicitor</p> <p>DAVID SWEED</p> <p><i>David G Wood</i></p> <p>125 High Holborn London W.C.1. Solicitor</p>	<p><i>One</i></p> <p><i>One</i></p> <p><i>One</i></p>

DATED this 12th day of June 1974.

WITNESS to the above Signatures :-

*C. B. Kdel*

125 High Holborn.  
London, W.C.1.  
Secretary.



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

## Articles of Association

OF

Jetsave Tours Limited.

### PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 84(2), 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

### SHARES

2. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

3. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the

same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

5. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders:

#### BORROWING POWERS

6. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

#### NOTICES OF MEETINGS

7. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

#### PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

#### DIRECTORS

9. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding five.

10. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.

11. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

12. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 13 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

#### DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated :-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

14. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

#### PROCEEDINGS OF DIRECTORS

15. The quorum necessary for the transaction of the business of the Directors may be fixed by the

Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

16. A Resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

#### ALTERNATE DIRECTORS

17. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

#### DIVIDENDS

18. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

NOTICES

19. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company

Names, Addresses and Descriptions of Subscribers.

STANLEY LEE

*Stanley Lee*  
125 High Holborn  
London W.C.1  
Solicitor

DAVID E. WEED

*David E. Weed*  
125 High Holborn  
London W.C.1  
Solicitor

DATED this

12th

day of

June

1974

WITNESS to the above Signatures :-

*C. B. Redel*

125 High Holborn,  
London W.C.1.

*Secretary*



## CERTIFICATE OF INCORPORATION

No. 1175242

I hereby certify that

**JETSAVE TOURS LIMITED**

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

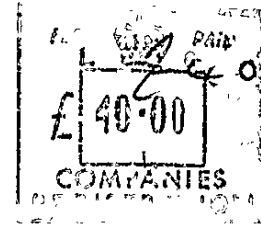
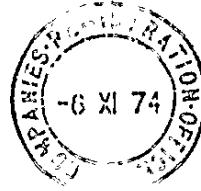
Given under my hand at London the 26th June 1974

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR

*Assistant Registrar of Companies*

No. 1175242



41 32

THE COMPANIES ACTS 1948 to 1967

Company Limited by Shares

SPECIAL RESOLUTION

of

JETSAVE TOURS LIMITED

(Passed 24th October, 1974)

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 125 High Holborn, London, W. C. 1. on the 24th day of October, 1974 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"That subject to the consent of the Department of Trade and Industry being obtained the name of the Company be changed to Jetsave Travel Limited"

CHAIRMAN



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. **1175242** / 9-

I hereby certify that

**JETSAVE TOURS LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**JETSAVE TRAVEL LIMITED**

Given under my hand at London the

**18th November 1974**

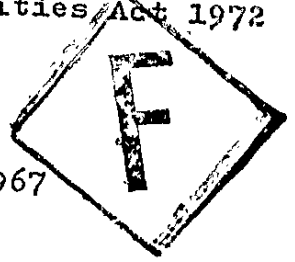
**N. TAYLOR**

*Assistant Registrar of Companies*



1175242 / 10

Filed under Section 9  
of the European  
Communities Act 1972



THE COMPANIES ACTS 1948 to 1967

47 15


\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_

MEMORANDUM

and  
ARTICLES OF ASSOCIATION  
of  
JETSAVE TRAVEL LIMITED.

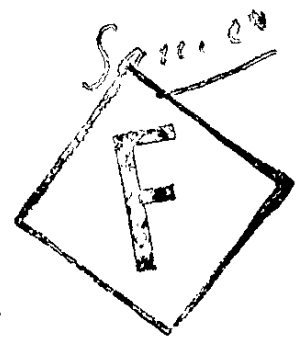
\_\_\_\_\_  
Incorporated the 26th day of June, 1974.  
\_\_\_\_\_

The amendments to these Memorandum and Articles of Association  
have been initialled by Mr. Stanley Lee a Director of the  
Company.

  
Victor Mishcon & Co.  
125 High Holborn,  
LONDON WC1V 6QP  
Solicitors.

✓

THE COMPANIES ACTS 1948 to 1967



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of:-

*SK* JETSAVE TRAVEL LIMITED.

- SK* \* 1. The name of the Company is JETSAVE TRAVEL LIMITED.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-
- (A) To organise, conduct and carry on in any part of the world transport services, trips, tours and excursions of all kinds, and to carry on business as carriers of passengers, goods and mail by air, sea and land; to establish and carry on touring agencies, travel bureaux and booking offices, to act as customs clearing agents, bankers and exchangers of money, and to issue travellers cheques, and provide service accommodation or any assistance to travellers and others.
  - (B) To carry on business as railway, travel, theatre, entertainment and general agents, hotel proprietors, restaurant and refreshment room proprietors, boarding house keepers, amusement caterers, licensed victuallers and innkeepers, wine and spirit merchants, shippers, carriers, forwarding agents and depository proprietors, and to establish and carry on clubs or club houses and other conveniences for travellers and others; to carry on business as proprietors of motor coaches, omnibuses, lorries, motor cars, ships and boats, flying boats and aircraft.

*SK* By a Special Resolution passed on 24th October 1974 the name of the Company was changed from Jetsave Tours Limited to Jetsave Travel Limited.

- (C) 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.
- (D) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (E) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
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- (G) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (H) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
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particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (M) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
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- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
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- (R) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

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- (T) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (V) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (X) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber. (In Words)
STANLEY LEE 125 High Holborn London W.C.1.  Solicitor.	One
DAVID E. WEED 125 High Holborn London W. C.1.  Solicitor	One

DATED this 12th day of June, 1974.

WITNESS to the above Signatures:-

M. PEDEL  
125 High Holborn  
London W.C.1.

Secretary

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

...of

JETSAVE TRAVEL LIMITED

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 84(2), 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

2. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

3. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the



same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

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

#### BORROWING POWERS

6. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

#### NOTICES OF MEETINGS

7. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

#### PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

#### DIRECTORS

9. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding five.

10. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.

11. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

12. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 13 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

#### DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated :-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

14. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

#### PROCEEDINGS OF DIRECTORS

15. The quorum necessary for the transaction of the business of the Directors may be fixed by the

Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

16. A Resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

#### ALTERNATE DIRECTORS

17. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

#### DIVIDENDS

18. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

NOTICES

19. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

Names, Addresses and Descriptions of Subscribers.

STANLEY LEE  
125 High Holborn  
London W.C.1.

Solicitor

DAVID E. WEED  
125 High Holborn  
London W.C.1.

Solicitor

DATED this 12th day of June, 1974.

WITNESS to the above Signatures:-

M. FEDEL  
125 High Holborn,  
London W.C.1.

Secretary.

No. 1175242

11  
THE COMPANIES ACTS 1948 and 1967

Company limited by Shares

74 29

SPECIAL RESOLUTION

of

JETSAVE TRAVEL LIMITED

(Passed 2nd December, 1974)

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Norfolk House Horley Surrey RH6 7QX on 2nd December, 1974 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

"That the share capital of the Company be increased from £100 to £10,000 by the creation of 9,900 Ordinary Shares of £1 each ranking pari passu in all respects as one class with the existing Ordinary Shares in the capital of the Company."

  
CHAIRMAN

59

1175242

Filed under Section 9  
of the European  
Communities Act 1972

THE COMPANIES ACTS 1948 to 1967

81 12

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

JETSAVE TRAVEL LIMITED. ✓

Incorporated the 26th day of June, 1974.

The amendments to these Memorandum and Articles of Association  
have been initialled by Mr. Stanley Lee a Director of the  
Company.

Victor Nisheon & Co.  
125 High Holborn,  
LONDON WC1V 6QP  
Solicitors.

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of-

 JETSAVE TRAVEL LIMITED.

-  1. The name of the Company is JETSAVE TRAVEL LIMITED.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-
- (A) To organise, conduct and carry on in any part of the world transport services, trips, tours and excursions of all kinds, and to carry on business as carriers of passengers, goods and mail by air, sea and land; to establish and carry on touring agencies, travel bureaux and booking offices, to act as customs clearing agents, bankers and exchangers of money, and to issue travellers cheques, and provide service accommodation or any assistance to travellers and others.
  - (B) To carry on business as railway, travel, theatre, entertainment and general agents, hotel proprietors, restaurant and refreshment room proprietors, boarding house keepers, amusement caterers, licensed victuallers and innkeepers, wine and spirit merchants, shippers, carriers, forwarding agents and depository proprietors, and to establish and carry on clubs or club houses and other conveniences for travellers and others; to carry on business as proprietors of motor coaches, omnibuses, lorries, motor cars, ships and boats, flying boats and aircraft.

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 By a Special Resolution passed on 24th October 1974 the name of the Company was changed from Jetsave Tours Limited to Jetsave Travel Limited.

- (C) 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.
- (D) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (E) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (F) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (G) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on



or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (H) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (I) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (J) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (K) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To lend money to persons or companies on such terms as may seem expedient and in

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (M) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Q) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (R) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(5)

- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (T) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (V) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (X) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed

(6)

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Sub- scriber. (In Words)
STANLEY LEE 125 High Holborn, London W.C.1.  Solicitor	One
DAVID E. WEED 125 High Holborn London W.C.1.  Solicitor	One

DATED this 12th day of June, 1974

WITNESS to the above Signatures:-

M. PEDEL  
125 High Holborn,  
London W.C.1.

\* By a Special Resolution passed on 2nd December 1974, the Share Capital was increased from £100 to £10,000 by the creation of 9,900 Ordinary Shares of £1 each.

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION


of

 JETSAVE TRADING LIMITED

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 84, (2) 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

 2. The Share Capital of the Company is £10, 000 divided into 10000 Ordinary Shares of £1 each.

3. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the

same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

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

#### BORROWING POWERS

6. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

#### NOTICES OF MEETINGS

7. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

#### PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

#### DIRECTORS

9. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding five.

10. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.

11. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

12. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 13 hereof, and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

#### DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated :-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

14. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

#### PROCEEDINGS OF DIRECTORS

15. The quorum necessary for the transaction of the business of the Directors may be fixed by the

Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

16. A Resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

#### ALTERNATE DIRECTORS

17. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

#### DIVIDENDS

18. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.



(11)

NOTICES

19. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

Names, Addresses and Descriptions of Subscribers.

STANLEY LEE  
125 High Holborn  
London W.C.1.

Solicitor

DAVID E. WEED  
125 High Holborn  
London W.C.1.

Solicitor

DATED this 12th day of June, 1974.

WITNESS to the above Signatures:-

M. PEDEL,  
125 High Holborn,  
London W.C.1.

Secretary.

No. of Company 1175242

87 27 Form No. 10

# THE COMPANIES ACTS 1948 to 1967

## Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name  
of Company;  
delete "Limited"  
if not applicable

JETSAVE TRAVEL

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a† Special Resolution of the Company dated the  
2nd day of December 19 74 the nominal capital of the  
Company has been increased by the addition thereto of the sum of ~~£10,000~~  
beyond the registered capital of £100.

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
<del>10,000</del>	Ordinary	£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:—  
Ranking pari passu in all respects as one class with the existing  
ordinary shares in the capital of the Company.

If any of the new  
shares are  
Preference Shares  
state whether they  
are redeemable or  
not. If this space is  
insufficient the  
conditions should  
be set out  
separately by way  
of annexure.

Signature

State whether Director  
or Secretary

Director

Dated the 24<sup>th</sup> day of December 1974

Presented by

Presentor's Reference

DEW

Victor Mishcon & Co.,

Solicitors, 125 High Holborn,

LONDON, WC1V 6QP

(see notes overleaf)

No. of Company .....1175242...../14.....

20. 16 Form No. 103  
(No registration  
fee payable)

## THE COMPANIES ACTS 1948 TO 1967

### Notice of place where register of members is kept or of any change in that place

*Pursuant to Section 110(3) of the Companies Act 1948*

To the Registrar of Companies

Name of Company ..... JETSAVE TRAVEL ..... Limite

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948

that the register of members of the company is kept at

125 High Holborn, London WC1V 6QP.

*\* Delete "Limited" if not applicable*

Signed .....  .....

State whether

Director or Secretary ..... Secretary .....

Date ..... 4<sup>th</sup> March ..... 1975 .....

Presented by: Victor Mishcon & Co.,  
125 High Holborn,  
London W.C.1.

Presentor's reference: DEW



Margin reserved for binding

21

No. of Company ..... 1175242 / 15

20. 13

Form No. R6  
(No registration  
fee payable)

# THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of directors' interests  
in shares in, or debentures of, a company or its  
associated companies is kept or of any change in that place.

*Pursuant to Section 29(8) of the Companies Act 1967*


Name of Company ..... JETSAVE TRAVEL ..... Limited\*

To the Registrar of Companies

The above-named company hereby gives you notice, in accordance with Subsection (8) of Section 29 of the  
Companies Act 1967, that the register of directors' interests in shares in, or debentures of, the company or  
any associated companies is kept at

..... 125. High. Holborn, .. London. WC1V. 6QP .....

*\*Delete "Limited" if not applicable*

Signed .....  .....

State whether  
Director or Secretary ..... Secretary .....

Date ..... 4/16 March 1975 .....

Presented by: Victor Mishcon & Co.,  
125 High Holborn,  
London W.C.1.



Presenter's reference: DEW



Margin reserved for binding

Number of  
Company 1175242

Form No. 103  
(No registration fee payable)

## THE COMPANIES ACTS 1948 to 1967

### Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the  
Name of  
the Company

JETSAVE TRAVEL

LIMITED

Section 110 of the Companies Act 1948 provides that :—

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Presentor's Reference

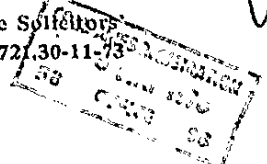
Stanley Lee,

Norfolk House, Massetts Road,

Horley, Surrey RH6 7QX.

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Stationery  
Law Stationery Society, Limited.

Companies 4D



Notice of Place where Register of Members is kept or of any  
Change in that Place.

To the REGISTRAR OF COMPANIES.

JETSAVE TRAVEL

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110  
of the Companies Act 1948, that the register of members of the Company  
is kept at

Sardinia House, 52 Lincoln's Inn Fields,

London WC2A 3LZ.

Signature

(State whether  
Director or Secretary)

Secretary

Dated the 4<sup>th</sup> day of May 1976.

NOTE.—This Margin is reserved for blinding and must not be written across.

Number of  
Company } 1175242

17

## THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests  
in shares in, or debentures of, a company or its associated  
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

Insert the  
Name of  
the Company

JETSAVE TRAVEL

LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with  
subsection (8) of section 29 of the Companies Act 1967, that the register of Directors'  
interests in shares in, or debentures of, the company or any associated companies

is kept at Sardinia House, 52 Lincoln's Inn Fields,

London, WC2A 3LZ.

Signed

*S. Lee*  
Secretary

State whether Director or Secretary

Date

6th May 1976

Presented by :

Presentor's reference :

Stanley Lee,

Norfolk House, Massetts Road,

Horley, Surrey RH6 7QX.

Form No. R6  
(No fee payable)

1175242

18.




JETSAVE TRAVEL LIMITED

At an Extraordinary General Meeting of the above- named Company duly convened and held on the 12<sup>th</sup> May 1976, the following Special Resolution was duly passed, namely:-

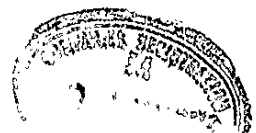
RESOLUTION

That the Articles of Association of the Company be altered by inserting the following new Article immediately after Article 19 namely:-

"20. Clauses 89 to 94 inclusive of Part 1 of Table A shall not apply".

  
Stanley Lee

Secretary





Number of Company 1175242 21

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

JETSAVE TRAVEL LIMITED

---

Passed the 17th day of December, 1976

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AT an EXTRAORDINARY GENERAL MEETING of the Company held at Sussex House East Grinstead on the 17th day of December, 1976, the following Resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

That the capital of the Company be increased to £50,000 by the creation of 40,000 Ordinary Shares of £1 each ranking pari passu in all respects as one class with the existing Ordinary Shares of £1 each in the capital of the Company.

  
R. A. PYCROFT  
CHAIRMAN



No. of Company 1175242 22

## THE COMPANIES ACTS 1948 TO 1967

## Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ..... JETSAVE TRAVEL ..... Limited\*

hereby gives you notice that by ordinary/~~extraordinary~~/special\*\* resolution of the company dated the  
17th. December. 1976....., the nominal capital of the company has been increased by the  
 addition thereto of a sum of £ 40,000..... beyond the registered capital of £ 10,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
40,000	Ordinary	One Pound (£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:-  
 (If any of the shares are preference shares state whether they are redeemable or not)

Pari passu in all respects as one class with the existing Ordinary Shares.

Signed ..... J. Lee .....State whether  
Director or Secretary ..... SECRETARY .....Date ..... 17th December, 1976 .....

\* Delete "Limited" if not applicable  
 \*\* Delete as necessary

(see notes overleaf)

Presented by: STANLEY LEE & CO.  
Sardinia House  
52 Lincoln's Inn Fields  
London WC2A 3LZ

Presentor's reference:



DAVID ALDOUS & CO.  
CHARTERED ACCOUNTANTS.

D. A. ALDOUS

MANAGERS  
T. A. WOOD  
I. H. DUTHIE

47 MALDEN WAY  
KINGSTON BY-PASS  
NEW MALDEN  
SURREY. KT3 6EA

TELEPHONE 01-948 0175

1/W

1st December, 1977

1,175,242

/25

The Directors,  
Jetsave Travel Limited,  
Sussex House,  
London Road,  
East Grinstead, Sussex.

Gentlemen,

We hereby tender our resignation as Auditors to the  
Company with effect from 21st December, 1976.

We confirm that there are no circumstances connected  
with this resignation which we consider should be brought to the  
notice of the members or creditors of the Company.

Yours faithfully,

David Aldous Sh.

c.c. S. Lee, Esq., ✓

Croydon Office: 145 NORTH END, CROYDON, SURREY. CR9 1XS Telephone 01-688 0614



G/5/25

17th December 1980

The Directors  
Jetsave Travel Ltd  
Sussex House  
London Road  
EAST GRINSTEAD  
West Sussex

1175242  
**Honey<sup>37</sup>  
Barrett  
& Co**

Chartered Accountants

55 Gildredge Road  
Eastbourne, East Sussex BN21 4SF  
Telephone Eastbourne (0323) 35951  
Telegrams Honbar Eastbourne,  
and at Bexhill-on-Sea, Lewes,  
and Jersey, Channel Islands

Dear Sirs

We hereby give formal notice under Section 16, Companies Act 1976, that we resign as Auditors to your Company with effect from today's date.

There are no circumstances connected with our resignation that should be brought to the notice of the Members or Creditors of the Company.

Yours faithfully

*Honey Barrett & Co*  
HONEY BARRETT & CO



W. (Bill) A. Honey, FCA, FCIS, ATII, FIAB  
Michael D. Barrett, MA (Cantab), FCA  
Charles W. House, FCA David G. Mewis, FCA, ATII

42  
Company No: 1175242

The Companies Acts 1948 to 1980

Company Limited by Shares

Special Resolution

(Pursuant to s141(2) of the Companies Act 1948)

of

JETSAVE TRAVEL LIMITED

(Passed 15th May 1981)

At an Extraordinary General Meeting of Jetsave Travel Limited duly convened and held at Sussex House, East Grinstead on the 15th day of May 1981, the following Special Resolutions were duly passed:

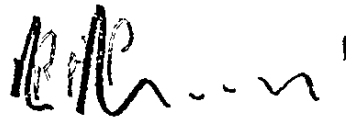
RESOLUTIONS

A. That Article 9 of the Articles of Association be deleted and replaced by the following that is to say -

"9. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) shall not be less than three."

B. That Article 15 of the Articles of Association shall be deleted and replaced by the following, that is to say -

"15. The quorum necessary for the transaction of the business of Directors shall be three unless and until otherwise determined."



Mr R.A. Pycroft  
Chairman of the Meeting

Sussex House  
East Grinstead

15th May 1981





# THE COMPANIES ACTS 1948 TO 1976

Form No. 3



## 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

52

1175242

Name of company

JETSAVE TRAVEL		Limited*
----------------	--	----------

\*delete if inappropriate

### 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	0	0	6

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

Day		Month		Year			
3	0	0	6	1	9	8	3

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:

The company is a [subsidiary] ~~[XXXXXX]~~ of Associated Communications Corporation plc

\_\_\_\_\_, company number 544144

the accounting reference date of which is 30th June

Signed

~~[XXXXXX]~~ [Secretary] \$Date 22/2/83

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

Mr D.H. Stanley  
ACC House  
17 Great Cumberland Place  
London  
W1A 1AG

For official use  
General section

Post room



# Binder Hamlyn

Chartered Accountants

Internationally ; Binder Dijkster Otte & Co. 1110)

8 St Bride Street,  
London EC4A 4DA

Telephone: 01-353 3020  
Telegrams: Redniblar London  
Telex: 24276 Binder G  
LDE Box No 166

The Secretary,  
Jetsave Travel Limited,  
ACC House,  
17, Great Cumberland Place,  
London, W1A 1AG

Date 14 February 1983 Your ref

Our ref RMG/CAC

Dear Sir,

Jetsave Travel Limited

We hereby resign our appointment as auditors of the above company and, in doing so, confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

*Binder Hamlyn*



P S Lane, F A M Akers-Douglas, A F M Booley, J A C Bentall, R D Bolton, B A F Burn, T B Burton, I D R Campbell, R W Chetwynd, J M Cholmeley, R C Clarke, P F D Cornish, J H A Coward, J W Cowper, R J C Davey, P W G DuBuisson, A J L Durie, M H T Gairdner, A H Gilroy, R M Graves, R J J Hall, A C Hamilton, D C Hunt, R E Meskrill, P W Morris, J L Norton, C J A O'Brien, J R Paul, A J Robinson, J A Scott, M Shirley-Beaven, C Swinson, D R Tillatt, S W Urry, P A Williams, E M Wood.

Ayr: I B Valentine, G M Andrews; Baccup: J S G Barker, R A Collinge, J Richardson, H D Utley; Belfast: W H de F Smyth, B O Tennant, C E Johnston, J E S Mulholland, E G Bell, F B Martin; Birmingham: C A Lee, H W Tuckey, M J Ansell, D J Appleton, M Bolton, J L Casida, J Duggitt, C S Dixon, H J M Every, C S J Lanham, C E McGee, K C Ray, W J Thursfield, C J Timbrell; Bury St Edmunds: M D Fulcher, M J Bowman-Vaughan, J F Marshall, R M Durrant, J D Leveck, L J Mills, Doncaster: P W Ellis, A Wigglesworth; Dublin: D A A Fleetwood, T B Moore, DVO'Hara; Glasgow: A H Mann, A S Clark, J K Macalodow, N J McNeill, A D Knox, G R J Foley; Leeds: C E M Arncliffe, H A J Baker, F J Fullerton, J R Fullerton, P H Hadcliffe, J M Smithies, J M Stubbs, D W Tennant, N A Walnam; Manchester: D A Boothman, R A Wells, P J C Bagot, A J Leon, D M Lewis, R Peckford, W Tiplady, D A Wild; Newcastle: R T Gibson, I Gordon, A J Hansell, A Hodgson, J F Kelly, J L Lambert, P A Mickler, A Wappat; Newmarket: H R Sallinash; Nottingham: A B Brucknock, S J Christophers, M J Dalton, G M Gill, R F Holloway, A Masters, P R Moore, O P Smith; Rochdale: D W Brierley; Saltcoats: W F Turner, Sheffield: D Bryant, R A Taylor, S N Wilshaw; Stranraer: J G Kerr, P McMahon; Wolverhampton: N R Skidmore, M H Gilbert, S Ross, S J Ramage-Brown, B W Franking.

Coopers  
& Lybrand

Chartered accountants

Abacus House Gutter Lane  
Cheapside London  
EC2V 8AH

55  
telephone 01-505 4040  
telegrams Colbrand London  
telex 887470  
fax groups num 606 8237

The Secretary  
Jetsave Travel Limited  
Sussex House  
London Road  
East Grinstead  
West Sussex.

our reference AH 220

Enclosures

11 October 1983

Dear Sir

1 In confirmation of our discussions with Mr D H Stanley we hereby give notice that we tender our resignation of Jetsave Travel Limited.

2 In accordance with section 16 of the Companies Act 1976, we wish to draw to the notice of the members and creditors our audit report on the accounts for the fifteen months ended 30 June 1983 which has been qualified in respect of certain matters. A copy of our report is attached hereto.

3 We confirm that there are no other circumstances connected with our resignation that we consider should be brought to the notice of the members or creditors of Jetsave Travel Limited.

4 We enclose a signed copy of this letter so that you may send it to the registrar of companies.

Yours truly



COOPERS & LYBRAND



London Aberdeen Bedford Birmingham Blackburn Bournemouth Bristol Cardiff Coventry Edinburgh Glasgow KingsLynn Leeds  
Leicester Liverpool Maidstone Manchester Middlesbrough Newcastle Northampton Norwich Nottingham  
Plymouth Reading Sheffield Southampton



Report of the auditors to the members of  
JETSAVE TRAVEL LIMITED

---

1 We have audited the accounts on pages 4 to 11 in accordance with approved Auditing Standards. The accounts have been prepared under the historical cost convention.

2 As explained in Note 9, included in creditors stated in the balance sheet at £2,525,000 are provisions totalling £872,000 of which £160,000 is estimated to relate to prior years. Although we have no reason to believe that the provisions do not represent the best estimate that can be made in the circumstances we have been unable to obtain sufficient information to enable us to form an opinion whether they are excessive or whether further amounts should have been included.

3 As explained in note 3 to the accounts, the company has been defrauded of a total of £549,000 over the past two years. The fraud involved the falsification of the company's accounting records. To this extent, in our opinion the accounting records were not sufficient to show and explain the company's transactions, in contravention of Section 17 of the Companies Act 1970.

4 As explained in note 3 to the accounts there were loans of £32,080 outstanding to a director, Mr H. Perry, during the period, in contravention of Section 49 of the Companies Act 1967.

5 Subject to the adjustments, if any, that might have been necessary had the information in respect of the provisions referred to in paragraph 2 above been available, we consider the accounts give a true and fair view of the state of affairs of the company at 31 June 1983 and of its profit and source and application of funds for the fifteen months then ended and, except for the matters referred to in paragraphs 3 and 4 above, comply with the Companies Act 1967 to 1983.

11 October 1983

  
Chartered Accountants

# 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

63

1175242

\*delete if inappropriate

JETSAVE 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 1 0

†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 1 0 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:

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

THE CALEDONIAN AVIATION GROUP PLC

the accounting reference date of which is 31st OCTOBER

Signed

[Director] [Secretary] \$Date

16th November 83

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

MR. P.N. ATKIN,  
THE CALEDONIAN AVIATION GROUP PLC.,  
CALEDONIAN HOUSE,  
CRAWLEY,  
W. SUSSEX RH10 2XA.

For official use  
General section

Post room



**G****COMPANIES FORM No. 225(1)****225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

Name of company

21

184

1,175,242

\* insert full name of company

\* JETSAVE TRAVEL LIMITED.**Note**  
Please read notes 1 to 4 overleaf before completing this form

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 as shown below:

Day Month

3 1 0 7

† delete as appropriate

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

Day Month Year

3 1 0 7 1 9 8 6

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]<sup>†</sup> of \_\_\_\_\_

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

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

Signed

[Director][Secretary]<sup>†</sup> Date

12.09.86.

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

D.S. HISTED - ASSISTANT SECRETARY,  
BRITISH CALEDONIAN GROUP PLC,  
Caledonian House,  
Crawley, West Sussex. RH10 2XAFor official Use  
General Section

Post room



**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

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1175242

Name of company

\* insert full name of company

*	J	E	T	S	A	V	E	T	R	A	V	E	L	L	T	D	.
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

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 as shown below:

**Note**  
Please read notes 1 to 4 overleaf before completing this form

Day Month

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

† 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	1	2	1	9	8	7
---	---	---	---	---	---	---	---

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 GREYHOUND HOLDINGS LTD\_\_\_\_\_, company number 1495169the accounting reference date of which is 31-12

Signed

[Director][Secretary]† Date

18/6/87

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

JETSAVE TRAVEL LIMITED  
SUSSEX HOUSE  
LONDON ROAD  
EAST GRINSTEAD  
RH19 1LD

For official Use  
General Section

Post	COMPANIES REGISTRATION
	27 JUN 1987
IV	OFFICE 52

**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1175242

Name of company

* Jetsave Travel Limited
--------------------------

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 23rd April 1993 the nominal capital of the company has been  
increased by £ 164,800 beyond the registered capital of £ 50,000.

†The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

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:

Ranking pari passu with the existing 50,000 Ordinary Shares of £1.00 each

Please tick here if  
continued overleaf☐

Signed

W Johnson

Designation

Director

Date

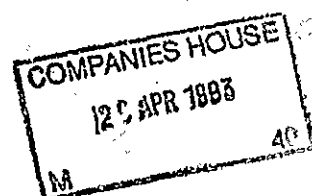
23rd April 1993Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriatePresenter's name, address and  
reference (if any): Co Sec/Adams

Touche Ross & Co.  
Hill House  
1 Little New Street  
London EC4A 3TR

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

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Companies G123

Company No. 1175242

THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

COMPANIES HOUSE

29 APR 1993

JETSAVE TRAVEL LIMITED

23rd April 1993

At an Extraordinary General Meeting of the above Company duly convened and held at Sussex House, London Road, East Grinstead, West Sussex RH19 1LD on 23rd April 1993 the following resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS

1. "THAT, with immediate effect, the Company's authorised share capital be and is hereby increased beyond the registered capital of £50,000 to £214,800 by the creation of a further 164,800 ordinary shares of £1.00 each ranking pari passu in all respects with the Company's existing ordinary shares."
2. "THAT the Directors be and are hereby authorised, pursuant to Section 80, Companies Act 1985, to issue and allot share capital of the Company up to a maximum of £191,800 for cash consideration or otherwise subject to the Company's Articles of Association during the period of five years from the date of the passing of this resolution."

*W. Johnson*

CHAIRMAN

PRESENTED BY: TOUCHE ROSS & CO., Hill House, 1 Little New Street,  
London EC4A 3TR

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1175242

The Registrar of Companies for England and Wales hereby certifies that  
JETSAVE TRAVEL LIMITED

having by special resolution changed its name, is now incorporated

under the name of

DIAL SERVICE COMPANIES LIMITED

Given at Companies House, Cardiff, the 9th January 1995



\*C01175242Y\*

*[Handwritten signature]*  
M. L. L. L.

For the Registrar of Companies

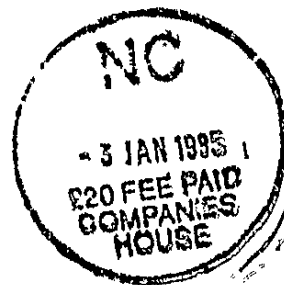


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014098

Company No. 1175242

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

JETSAVE TRAVEL LIMITED

22 December 1994

At an Extraordinary General Meeting of the Members of the Company duly convened and held at Sussex House, London Road, East Grinstead, West Sussex RH19 1LD on 22 December 1994 the subjoined resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

To change the name of the Company to Dial Service Companies Limited, subject to the consent of the Department of Trade and Industry.

*h. Johnson*

CHAIRMAN

PRESENTED BY: TOUCHE ROSS & CO., Hill House, 1 Little New Street, London EC4A 3TR

*sd*







COMPANIES FORM No. 123

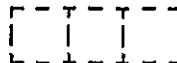
**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number



1175242

Name of company

\*Insert full name  
of company

\* JETSAVE TRAVEL LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 28 November 1994 the nominal capital of the company has been  
increased by £ 1,048,003 beyond the registered capital of £ 214,800.

†The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

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 RANK PARI PASSU WITH THE EXISTING ORDINARY SHARES OF THE COMPANY.

Please tick here if  
continued overleaf†Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed

*M Johnson*

Designation

*Director* Date *28 November 1994*Presenter's name, address and  
reference (if any):

Touche Ross & Co.  
Hill House  
1 Little New Street  
London EC4A 3TR

For official use

General section

Post room



tours' Law Stationery Society Ltd., Oyez House, 27 Crimscoth Street, London SE1 5TS.

Companies G123

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\*\*\*\*\*

• Company No. 1175242

THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

JETSAVE TRAVEL LIMITED

28 November 1994

At an Extraordinary General Meeting of the above Company duly convened and held at Sussex House, London Road, East Grinstead, West Sussex RH19 1LD on 28 November 1994 the following resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS

1. "THAT with immediate effect, the Company's authorised share capital be and is hereby increased beyond the registered capital of £214,800 to £1,262,803 by the creation of a further 1,048,003 ordinary shares of £1.00 each ranking pari passu in all respects with the Company's existing ordinary shares."
2. "THAT the Directors for the time being be and are hereby authorised, pursuant to Section 80, Companies Act 1985, to issue and allot share capital of the Company up to a maximum of £1,048,003 for cash consideration or otherwise subject to the Company's Articles of Association during the period of five years from the date of the passing of this resolution."

*W. Johnson*

CHAIRMAN

PRESENTED BY: TOUCHE ROSS & CO., Hill House, 1 Little New Street, London EC4A 3TR

