

1245009 //

Form No. 41

(No registration
fee payable)

No. of Company

THE COMPANIES ACTS 1948 TO 1967**Declaration of compliance***Pursuant to Section 15(2) of the Companies Act 1948*Name of Company **LEEK AUCTIONS** Limited*I, **JOHN JAMES RYDER**
of **33/35 PRICE STREET, BURSLEM, STOKE-ON-TRENT**Do solemnly and sincerely declare that I am (*see note (a) below*) ... **a Solicitor of the**
..... **Supreme Court engaged in the formation**
of **Leek Auctions**
..... 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 **Burslem in the City of**
..... **Stoke-on-Trent**the **29th** day of **January**
..... **one thousand nine hundred and ... Seventy Six**
before me.A Commissioner for Oaths (*see note (b) below*)(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

The London Law Agency Limited,
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.

Telephone: 01 - 353 6471 (3 lines)

Presented by:

Presenter's reference:

Margin reserved for binding



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THE COMPANIES ACTS 1948 to 1967



COMPANY LIMITED BY SHARES 2.00 50.00 • 11 050.00

MEMORANDUM OF ASSOCIATION

OF

LEEK AUCTIONS LIMITED

1. The Name of the Company is "LETW AUCTIONEERS LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The Objects for which the Company is established are :-
 - (A) (i) The carrying on the trade or business of livestock auctioneers and salesmen.

(ii) The selling, valuing and appraising on commission, or for reward or otherwise, of horses, cattle, sheep and other animals, live and dead stock, goods, chattels, merchandise and wares of every description, and the receiving, holding keeping, storing and warehousing for reward or otherwise of cattle, horses, sheep and other animals, live and dead stock, goods, chattels, merchandise and other personal property or effects, whether consigned or entrusted to the Company for sale or otherwise.

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- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase or by any other means acquire any property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, stock, barges, vessels, 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.
- (D) To erect, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses 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.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business 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 partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting 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, Debenture Stock, or Securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock, or Securities so received.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, 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.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, 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.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.
- (I) 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, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon 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.
- (J) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other Authority for enabling the Company to carry any of its objects into effect, or for any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) 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.
- (O) To subscribe for, purchase, or otherwise acquire and hold Shares or other interests 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 carried on so as directly or indirectly to benefit this Company.
- (P) To remunerate any person, firm, or company rendering services to this Company, either 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 as may be thought expedient.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served

the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

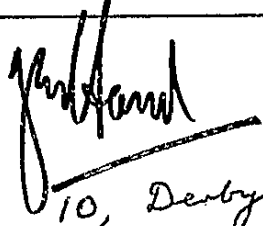
- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (S) To sell or otherwise dispose of the whole or any part of the business or property 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.
- (T) To distribute among the Members of the Company in kind any 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.
- (U) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other Securities of this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.

- (W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is limited. ✓
5. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1 each. ✓

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 10, Derby Street, Leek, Staffs. Solicitor	One —
J. J. Ryder 33/35 Price Street, Burslem. Stoke-on-Trent Solicitor	one —

Dated the 10 day of July 1976

Witness to the above Signatures:

E. Ryder,
31 Woodland Street,
Biddulph,
Stoke-on-Trent,
Secretary.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LEEK AUCTIONS LIMITED

1245009/4

PRELIMINARY.

1. The Regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 25, 26, 27, 28, 30, 31, 32, 53, 54, 60, 75, 77, 79, 88(b), 89, 90, 91, 92, 93, 94, 95, 96, 97, 99, 100, 107, 108 and 109 in Part I of Table A shall not apply to the Company: and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a Private Company and Clauses 2 and 5 (but not Clauses 1, 3 and 4 in Part II of Table A) shall apply to the Company.

SHARE CAPITAL AND SHARES

3. (A) The Share Capital of the Company is £10,000 divided into 10000 Shares of £1. each whereof 5000 Shares are "A" Shares and 5000 Shares are "B" Shares.

(B) The "A" Shares and the "B" Shares shall as to dividends and distribution of assets in a winding-up rank pari passu according to the amounts paid up or credited as paid up on the said Shares respectively as if they constituted one class of Ordinary Shares and as to voting shall confer the right on a poll to one vote per Share.

4. All further Shares of either class authorised to be issued shall only be allotted or issued in equal proportions to "A" and "B" Shares to the members holding shares of that class.

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

TRANSFER OF SHARES.

6. No Share shall at any time be transferred without the written consent of all other shareholders of the same class as the Share transferred.

GENERAL MEETINGS.

7. No business shall be transacted at any General Meeting unless at least one holder of each class of Shares is present in person or by proxy (or, in the case of a corporation, is represented by its duly authorised representative) at the time when the Meeting proceeds to business.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors need not exceed two.

10. (A) From time to time the holders of the "A" Shares shall be entitled to appoint a Director of the Company (each such Director being hereinafter referred to as an "A" Director) and the holders of "B" Shares shall be entitled to appoint a Director of the Company (each such Director hereinafter referred to as a "B" Director) but so that neither class shall at any one time be represented by more than two Directors.

(B) The first "A" Director shall be JOHN MERCER HILTON and the first "B" Director shall be EDWARD THOMAS VINCENT and they shall be deemed to have been appointed under the powers conferred by Sub-Article (A) of this Article.

(C) Any person who is appointed or deemed to have been appointed a Director under this Article shall (subject to the provisions of Clause 88 in Part I of Table A) be entitled to retain office as a Director until he is removed by the holders for the time being of the class of Shares by whom he was appointed.

(D) An appointment or removal of a Director under the powers conferred by this Article shall be made by instrument in writing under the hands of the holders for the time being of the issued Shares of the class in respect of which the appointment or removal of such Director is made, (or, where any holder is a company, under the hands of the Secretary of the Company), and such instrument shall only take effect on the service thereof at the Registered Office of the Company. Every such instrument shall be annexed or attached to the Directors' Minute Book as soon as practicable after such service.

(E) A Director shall not be required to hold any share qualification.

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

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

14. The quorum necessary for the transaction of business at any Meeting of the Directors of the Company shall be the Director appointed by the holders of "A" Shares and the Director appointed by the holders of "B" Shares and for this purpose an alternate Director nominated in accordance with the provisions of Article 16 hereof shall be reckoned as constituting the Director by whom he has been nominated.

15. At each Meeting of the Directors the "A" Director shall be entitled to one vote and the "B" Director shall be entitled to one vote.

ALTERNATE DIRECTORS.

16. Any Director may appoint two persons to be Alternate Directors and may at any time revoke any such appointment. Alternate Directors shall be entitled to receive notice of Meetings of Directors but only one such alternate director shall be entitled to attend and vote at such meetings and then only in the absence of the Director. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

ACCOUNTS.

17. Clause 126 in Part I of Table A shall be read and construed subject to the provisions of Sections 16 to 22 of The Companies Act, 1967.

18. Clause 130 in Part I of Table A shall be read and construed subject to the provisions of Sections 13 and 14 of The Companies Act, 1967.


PROCEEDINGS AT MEETINGS.

19. The Chairman of any Meeting of the Company or of the Board of Directors or of a Committee of Directors shall not be entitled to a second or casting vote.


NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


Fulland

10, Derby Street,
Leek,
Staffs.
Solicitor,



J. J. Ryder
33/35, Price Street,
Burslem.
Stoke-on-Trent
Solicitor



Dated the 27th day of January, 1976 

Witness to the above Signatures:-

E. Rylos,
31 Woodland Street,
Biddulph,
Stoke-on-Trent,
Secretary.



CERTIFICATE OF INCORPORATION

No. **1245009**

I hereby certify that

LEEK AUCTIONS 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

18TH FEBRUARY 1976

A handwritten signature in dark ink, appearing to read 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies