

1297497

number of company

form No. 41

no filing 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

I CHARLES GEORGE STEPHEN SMITHof 15 PEMBROKE ROAD  
BRISTOL BS99 7DX

DO SOLEMNLY &amp; SINCERELY DECLARE that I am :—

\*Delete that which  
does not apply

\*a Solicitor of the Supreme Court engaged in the formation \*

~~\*a person NAMED IN THE ARTICLES of Association as a Director/Secretary~~

of

LATCADE

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 3 RICHMOND HILLBRISTOL BS8 1AYthe 7th day of January 1977

before me

A Commissioner for Oaths (or Notary Public or Justice of the Peace)

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

**Jordan & Sons Limited**

International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010

Presented by

Presenter's Reference

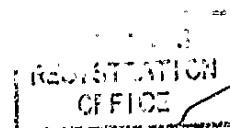
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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

LATCADE LIMITED

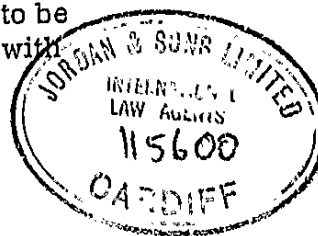
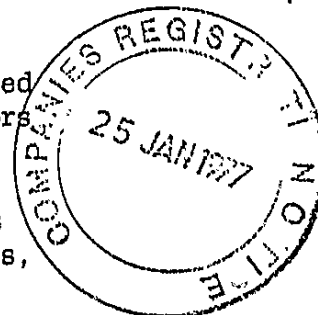


JAN 25 1977 0151 • NO 0050.00

1. The name of the Company is " LATCADE LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are: -

(a) To carry on all or any of the businesses of proprietors of garages and petrol filling stations, repairing, hiring and other depots, motor engineers, manufacturers, servicers, repairers, fitters, furnishers, hirers and letters on hire of, agents for, and dealers in new and secondhand motor cars, motor cycles, scooters, vans, lorries, and other vehicles, and of, for, and in spares, accessories, engines, implements, tools, furnishings and supplies of every description, used or required in connection therewith, self-drive car hire and taxi-cab service proprietors, driving instructors, mechanical, aeronautical, marine, electrical, television, wireless and general engineers, panel beaters, painters and sprayers, machinists, smiths, welders and metal workers, joiners, cabinet makers and carpenters, french polishers and upholsterers, coach and body builders, timber merchants, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, manufacturers of and dealers in caravans and trailers, proprietors, operators and letters on hire of caravan and camping sites, lock-up garages, motor car and trailer parks and all accommodation and conveniences required in connection therewith, manufacturers, merchants and factors of, agents for and dealers in radio and television sets and electrical and mechanical goods and accessories of all kinds, cafe, restaurant and motel proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists and newsagents, and coal, coke and patent fuel merchants; and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

31/1/77



(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) 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, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 partnership or into any arrangement for sharing profits, or for co-operation, 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 improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, 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 the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(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 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 other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) 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 or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to 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, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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 of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.



(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.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.


5. The Share Capital of the Company is £100 divided into 100 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
<div data-bbox="383 638 821 772"></div> <div data-bbox="295 806 686 963">Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.</div> <div data-bbox="590 1198 750 1288"></div> <div data-bbox="295 1254 622 1411">Michael Kodola, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.</div>	<div data-bbox="1181 795 1420 862">One ✓</div> <div data-bbox="1181 1243 1380 1310">One ✓</div> <div data-bbox="1260 1534 1348 1624">✓</div>

Dated - 7 JAN 1977

Witness to the above signatures: -

  
Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

LATCADE LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.
2. The First Secretary of the Company shall be Patricia Parry.



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Names, addresses and descriptions of Subscribers

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Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.



Michael Kodola,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

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Dated

**- 7 JAN 1977**

Witness to the above signatures: -



Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.



## CERTIFICATE OF INCORPORATION

No. 1297497

I hereby certify that

**LATCADE LIMITED**

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

Given under my hand at Cardiff the **8TH FEBRUARY 1977**

*D. A. Pendlebury*

**D. A. PENDLEBURY**  
*Assistant Registrar of Companies*