

No. of Company .....1302471/1.

Form No. 41

(No registration  
fee payable)

## THE COMPANIES ACTS 1948 TO 1967

### Declaration of compliance

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

Name of Company .....ROCKHURST..... Limited\*

I, .....Wahid Rajack.....  
of .....191, Little Ilford Lane, London, E12.....

Do solemnly and sincerely declare that I am (see note (a) below) .....a person named in the  
Articles of Association as Secretary of:.....

of .....ROCKHURST..... 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 .....Stratford in the  
London Borough of Waltham.....

the .....17<sup>th</sup>..... day of .....February.....  
one thousand nine hundred and .....seventy seven.....  
before me.

.....Joan Walters.....  
A Commissioner for Oaths (see note (b) below)

Wahid Rajack  
X

(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 or Solicitor having the power conferred on a  
Commissioner for Oaths

\*Delete "Limited" if not applicable.

Presented by:

Presenter's reference:

1302471/3

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

OF

ROCKHURST LIMITED

1. The Name of the Company is ROCKHURST LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (1) To carry on business as road haulage, removal and transport contractors, motor haulage contractors, carmen and carters, container transporters and contractors for the transport, removal and haulage of freight containers; towage contractors, breakers, collectors and deliverers of goods, general carriers of passengers, mails, wares, produce, goods and cargo by land, water or air, marine surveyors, average and salvage adjusters and valuers, and agents for transport of every description including the carriage of persons and things by means of motor, coach, bus, lorry, van, cab, trailer, container, horse, cart, train, ship, boat, aeroplane, aircraft, helicopters and hovercraft; transport consultants and specialists; and as agents of and dealers in containers of every description, railway, freight, shipping, chartering, forwarding and packaging agents, brokers, specialists, and contractors, depository proprietors, storage contractors, cold storage proprietors, general and bonded warehousemen, customs house agents, store-keepers, stevedores and superintendents, wharfingers, dock operators, plant hire contractors, insurance brokers and agents in respect of all classes of Insurance and as suppliers, installers, maintainers, hirers, buyers, sellers, repairers and agents of and dealers in all kinds

of refrigeration and cold storage plant apparatus equipment  
appliances fittings and components and air conditioning  
units used for the conditioning of containers, warehouses,  
road and rail vehicles, aircrafts, ships and other water  
borne vessels and materials, supplies, chemicals and  
compositions of every description used or concerned with  
the preservation of food, cargo, and produce and appertaining  
to refrigeration and cold storage in connection with the  
packing, removal, transport and shipping of goods and things  
aforesaid, and to erect, construct, equip, maintain, and  
carry on motor, motor coach and other vehicle garages and  
stations, oil and petrol stations and to carry on business  
as oil and petrol merchants and dealers; repairers, cleaners,  
storers and warehousemen of automobiles and motor vehicles  
of all kinds, panel beaters, motor body builders and  
repairers, chromium platers, paint sprayers, upholsterers,  
polishers, synthetic and cellulose finishers, woodworkers,  
wheel balancers and as wholesalers, retailers, dealers, and  
agents of, for and in machinery implements, spare parts,  
lubricants, oils, tyres, wheels, components, apparatus,  
tools, fuels, motor accessories, fittings, components,  
electric goods parts and appliances of every kind and as  
motor, vehicle, mechanical, electrical, welding and general  
engineers, importers, exporters, agents, owners, buyers and  
sellers, letters on hire, renters, servicers, charterers of  
and dealers in motor cars, motor vans, motor coaches, motor  
omnibuses, motor cabs, lorries, trucks, caravans, ambulances  
motor trailers, light and heavy goods, vehicles, containers,  
wagons, catamarans, steamers, barges, launches, coasters,  
ships, boats, tugs, aircrafts, helicopters, hovercrafts,  
cargo planes, motor cycles and sidecars, bicycles and  
tricycles and other vehicles (however propelled) appropriate  
for the conveyance of passengers, goods, wares, merchandise,  
produce, cargo and mail and manufacturers, wholesalers,  
retailers, merchants, agents, importers and exporters and  
dealers of, for and in paper, cardboard, strawboard,  
corrugated cardboard rolls, cardboard cartons, waterproof  
paper, greaseproof paper, parchment paper and cardboard  
products, timber and wood products, packing cases, crates  
and stillages, straw and straw products, fibreglass,  
polystyrene, rubber, plastic, cloth, sacking, cordage, sisal,  
twines, ropes, metal binding, belting, chains, hawsers,  
adhesive and all kinds of packing materials, hardware,  
ironmongery, tools, implements, machinery and equipment,  
trolleys, hand barrows, wheel barrows, forklifts, containers,  
and all other materials and things used in connection with  
loading, unloading, carriage, shipping, packing, haulage,  
transport, storage and warehousing, and to deal in all kinds  
of plant, tools, substances, materials and things necessary  
or convenient for carrying on any of the businesses of the  
Company and as manufacturers of and dealers in any other  
articles or things of a character similar or analogous to  
the foregoing or any of them or connected therewith.

INDISTINCT ORIGINAL

- (2) To carry on any other business which may appear to the Company capable of being conveniently or advantageously carried on in conjunction with the above objects, or as ancillary to any of the foregoing businesses, or likely to be profitable to the Company.
- (3) To promote any other company or companies for the purpose of acquiring all or any of the property and undertaking any of the liabilities of the company, or for any other purpose which may appear likely to assist or benefit the Company.
- (4) To purchase, take on lease, take options over or by any other means acquire any freehold, leasehold or real or personal property of any and every kind for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.
- (5) To purchase or otherwise acquire all or any part of the property, business assets, goodwill and liabilities of any person, society, firm or company carrying on or proposing to carry on any of the businesses which this company is authorised to carry on and any business similar to the Company's business which may be conveniently or advantageously carried on or combined with them or may be calculated directly or indirectly to enhance the value or render more profitable any of the Company's property and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, society, 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, society, firm or company, or for subsidising or otherwise assisting any such person, society, 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 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.
- (6) To construct, erect, procure, lay down, alter, repair, renovate, improve, develop, exchange, rent, let on lease and maintain any property, buildings, works, and machinery necessary or desirable for the Company's business and to 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 aforesaid property, buildings, works and machinery and any rights of the Company both real and personal.
- (7) To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company, and to pay interest on the paid-up share capital of the Company, and to charge the same to capital as part of the cost of construction of any works constructed or carried out by the Company.

- (8) To apply for, obtain, register, purchase or by any means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any patents, patent rights, trade marks, copyrights, names, designs, rights of production, rights of publication or other rights, licences, brevets d'invention, secret processes, protections and concessions which may be advantageous or useful to the Company, 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.
- (9) 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.
- (10) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the company to carry any of its objects into effect, or for 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.
- (11) 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.
- (12) To enter into any arrangement or contract with any person, firm or company for carrying on the whole or any part of the business of the Company, and to fix and determine the remuneration, which may be by way of money payment, allotment of shares, (either fully or partly paid) or otherwise.
- (13) To sell, dispose of, lease, transfer and/or otherwise deal with the business, property and undertaking of the Company or any part thereof in consideration of payment in cash, or in shares, or debentures or upon such other terms or for such other consideration as the Company shall deem fit.
- (14) To remunerate any person, firm or company rendering services to the Company, by payment in cash or by the allotment to him or them of shares or other securities of the Company credited as paid up in full, or otherwise as may be deemed expedient, and to indemnify members of the Company or other persons who undertake any liability on its behalf.

- (15) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be determined either with or without security but so that nothing in this clause shall permit the purchase by the Company of its own shares.
- (16) 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 surety-ships 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.
- (17) 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.
- (18) 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.
- (19) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (20) 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.
- (21) To insure any servant of the Company against death or accident.
- (22) To provide medical attendance for and grant pensions, gratuities or charitable aid to any persons who have served the Company or to their relatives, to make payments towards insurance and to form and contribute to provident and benefit funds for their benefit.
- (23) 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.

- (24) To distribute among the Members of the Company in kind any property of the Company of any kind.
- (25) To procure the Company to be registered or recognized in any part of the world.
- (26) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through agents of otherwise and either alone or in conjunction with others.
- (27) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (28) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, and 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.

And it is hereby declared that the objects set forth in each subclause 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 Authorized Share Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

The Company has power to increase, reduce, consolidate or subdivide the Capital. Subject to the rights contained in Clause 4 of Table A in the First Schedule to the Companies Act 1948, any unissued shares and any shares in any new Capital may be issued by the Company with any special or preferential rights and privileges or subject to any special terms or conditions, and either with or without any special designation, and any such right, privilege, term, condition, or designation of or relating to the original or any new capital may from time to time be modified or abrogated in accordance with the regulations for the time being of the Company.

WE the  
are su  
pursue  
agree  
set op

NAME

Dated

WITNES

INDISTINCT ORIGINAL

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
<p><i>Wahid Rajack</i> WAHID RAJACK</p> <p>191, Little Ilford Lane, London, E12.</p> <p>Chartered Secretary</p> <p><i>Merle Rajack</i> MERLE RAJACK</p> <p>191, Little Ilford Lane London, E12.</p> <p>Married Woman</p>	<p>ONE</p> <p>ONE</p>

Dated the *16th* day of *February* 1977

WITNESS to the Signatures -  
*Sandra Groves*  
SANDRA GROVES

83, Gloucester Avenue,  
London, NW1.

Secretary.



## THE COMPANIES ACTS 1948 TO 1967

## COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

OF

ROCKHURST LIMITED

## PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company, Part 1 of Table A aforesaid is hereinafter referred to as "Table A".
2. The following regulations of Table A shall not apply to the Company videlicet 11, 24, 53, 54, 58, 75, 79, 84 (2), 86, 88, 99 and 136

## PRIVATE COMPANY

3. The Company is a private company within the meaning of the Act and accordingly:-
  - (1) The right to transfer shares is restricted in manner hereinafter provided.

(11) The number of the members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, members of the Company) is limited to fifty.

Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this article, be treated as a single person.

(111) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

(IV) The Company shall not have power to issue share warrants to bearer.

## SHARES

4. (1) Subject to Article 3, the Directors may allot or otherwise dispose of the Shares of the Company to such persons and for such consideration and upon such terms and conditions as they may determine, but so that except as provided by section 57 of the Act, no Shares shall be issued at a discount.

(11) The lien conferred by Clause 11 in Part 1 of Table A shall attach to fully paid up 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 two or more joint holders.

(111) Clause 15 in Part 1 of Table A shall be read and construed as if there were omitted from such Clause the words provided that no Call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding Call .

(IV) A transfer of a fully paid Share need not be executed by or on behalf of the transferee; and Clause 22 in Part 1 of Table A shall be modified accordingly.

## NOTICE OF GENERAL MEETING

5. (1) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other

communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

(11) Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

(111) The resolution in writing may consist of two or more documents in like form each signed individually or by one or more of the members of the Company.

## PROCEEDINGS AT GENERAL MEETINGS

6. (1) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two Members present in person or by proxy shall be a quorum.

(11) If within half an hour from the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Member or Members present shall be a quorum.

(111) At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the Book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

(IV) A Resolution (not relating to those matters which must be considered at the Annual General Meeting) and whether Ordinary,

attained the age of 70.

A Director shall not be required to hold any shares of the Company by way of qualification.

(111) In the event of the minimum of Directors fixed by or pursuant to these Articles or Table A, being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

#### **BORROWING POWERS**

10. 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.

#### **POWERS AND DUTIES OF DIRECTORS**

11. (1) Subject to the provisions of Clause 84 (1) in Part 1 of Table A, 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 shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

(11) The Directors shall cause minutes to be made in Books provided for the purpose:-

- (a) of the names of the Directors present at each Meeting of the Directors and any Meetings of any Committee of the Directors;
- (b) of all resolutions and proceedings at all Meetings of the Company and of the Directors and of any Committee of the Directors;
- (c) of all appointments of officers made by the Directors;
- (d) of all documents sealed with the Common Seal of the Company.

## ALTERNATE DIRECTORS

12. A Director may at any time appoint any other person (whether a Director or Member of the Company or not) to act as alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regards to Directors. An alternate Director shall be entitled to receive notices of all Meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be a Director: Provided that if a Director retires by rotation and is re-elected by the Meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. When a Director who has been appointed to be an Alternate Director is present at a Meeting of the Board in the absence of his appointer such Alternate Director shall have one vote in addition to his vote as Director. Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. The remuneration of any such Alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

## DISQUALIFICATION OF DIRECTORS

13. The office of Director shall be vacated if the Director;-
- (1) Ceases to be a Director by virtue of Section 182 or 185 of the Act.
  - (11) Becomes Bankrupt or suspends payment or compounds with his creditors.
  - (111) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act,

(IV) Becomes of unsound mind:

(V) Resigns his office by notice in writing to the Company:

(VI) Is absent from Directors' Meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.

### QUORUM OF DIRECTORS

14. The Directors may from time to time fix a quorum necessary for the transaction of business at Meetings of the Directors and unless so fixed the quorum shall be two except:-

- (a) When the number of Directors is, without contravention of regulation 9 hereof, one:
- (b) When the only business of the Meeting is to convene a Meeting of the Members:-

When the quorum shall be one.

### ACCOUNTS

15. In Clause 126 in Part 1 of Table A after the words "157 of the Act" shall be added the words "and Section 16 to 22 inclusive of the Companies Act, 1967".

### AUDIT

16. Auditors shall be appointed and their duties regulated in accordance with Section 159 to 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

### SECRETARY

17. The First Secretary of the Company shall be Wahid Rajack but the Directors may appoint a person to be Secretary jointly with or in place of Wahid Rajack and where joint Secretaries are so appointed they may act individually and severally.

Subject to the provisions of Section 177 and 178 of the Act the Directors may from time to time and at any time appoint a person to act temporarily as substitute for the Secretary for the time being and any person so appointed shall whilst so acting be deemed the Secretary of the Company.

#### INDEMNITY

18. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*Wahid Rajack*  
WAHID RAJACK

191, Little Ilford Lane,  
London, E12.

Chartered Secretary.

*Merle Rajack*  
MERLE RAJACK

191, Little Ilford Lane,  
London, E12.

Married Woman

Dated the *16<sup>th</sup>* day of *February* 1977  
*1977*

WITNESS to the above Signatures:-

*Sandra Groves*  
SANDRA GROVES

83, Gloucester Avenue,  
London, NW1.

Secretary.





## CERTIFICATE OF INCORPORATION

No. 1302471

I hereby certify that

**ROCKHURST 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

14TH MARCH 1977

*D. A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*

Number of } 1302471  
(company) }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

ROCKHURST

LIMITED

Passed 14th March, 1977.

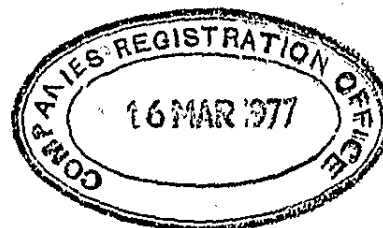
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

191, Little Ilford Lane, London E12.

on the 14th day of March, 1977, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

### RESOLUTION

"that the Memorandum and Articles of Association now produced to the Meeting and initialled by the Chairman for the purpose of identification be and the same is adopted as the Memorandum and Articles of Association of the Company in replacement and to the entire exclusion of those at present in force".



Signature .....

CHAIRMAN:

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

OF

ROCKHURST LIMITED

1. The Name of the Company is ~~ROCKHURST LIMITED~~.
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (1) To carry on the business or businesses of restaurants, hotels, lodging and boarding houses, clubhouses, inns, refreshment rooms, tea rooms, cafes, beerhouses, taverns, snack bars, milk bars, amusement arcades, casinos, gaming rooms, sports goods shops, holiday camp and camping ground proprietors, and as licensed victuallers, wine and spirit merchants, distillers and brewers, proprietors of billiard saloons, bowling greens and alleys, skating rinks, clubs, baths, theatres, cinemas, concert halls and rooms and places of recreation, sport, entertainment or amusement, and as cigarette merchants, and tobacconists, caterers, jewellers, hairdressers, laundrymen, chemists, omnibus, coach, cab, motor car and lorry proprietors, garage proprietors, depository proprietors, warehousemen, railway and shipping agents, tourists' agents and undertakers of agencies generally, including the provision of music produced mechanically or otherwise, bands, orchestras, cabaret shows and other forms of entertainment and to take on lease, purchase or otherwise acquire and hold any lands or buildings wheresoever situate, or rights or interests therein or connected therewith, and to build,

*Change*

*Haulage  
Contractors*

INDISTINCT ORIGINAL

alter, adopt, construct, repair, uphold, maintain and furnish hotels, public houses, discotheques, social clubs, club-houses, inns, restaurants, tea rooms, cafes, taverns, food and snack bars and all other buildings necessary or convenient for establishing and carrying on all or any of the above and to carry on business as wholesalers and retailers of meat and meatlike products of every description including fresh, frozen, unfrozen and frosted foods and foodstuffs of every description including all types of meat, fish, poultry and food to be stored by owners of deep freeze equipment and as manufacturers, importers, exporters, brokers, factors, purveyors, distributors, merchants and agents of and dealers in the aforementioned meats and products and all other articles of food including fruit, vegetable, potato, tinned, canned, fresh, cooked, uncooked or prepared goods, game, confectionery, jam, preserve, grocery, provision, syrup, honey, jelly essence, marmalade, corn, flour, sauces, spices, pickles, starches, gelatines, glucose, sugar, salt, egg, cheese, butter, margarine, lard, edible oil, bacon, biscuit, bread, aerated and mineral waters and other drinks, frozen and frosted foods and foodstuffs, chocolate, sweets, ice cream, chewing gum, tea, coffee, cocoa, hops, grain corn, and seeds, milk and milk products, cream, meat pies, ham, beef, brawn, sausage, sausage casings, meat extracts, potted meats, table delicacies, nuts, flavourings, fruit cordials, oils, fats, hides, tallow grease, offals and other animal products, delicatessen products, comestibles, chemicals, preservations, liquors and consumable foods and drinks of every description and in any form, and as butchers, pork butchers, slaughterhouse proprietors, skin dressers, tripe, dressers, meat salesmen, offal salesmen, graziers, bacon factors, bacon curers and merchants, sausage manufacturers and dealers, cooked meat purveyors, butter factors and salesmen, cheesemongers, cheese factors and agents, egg merchants, and salesmen, bakers, caterers, pastry cooks, fishmongers, fruiterers, greengrocers, dairymen, corn and provision merchants, corn chandlers, wholesale and retail grocers, provision merchants, potato fruit and vegetable merchants, confectioners, sundriesmen, chip potato manufacturers and dealers, waffle makers, mineral aerated and tonic water manufacturers, poulterers, fellmongers, tanners, importers, exporters, buyers, sellers, breeders, improvers and preparers of and dealers and traders in cattle, pigs, sheep, game, poultry, and live and dead stock of every description and as manufacturers, wholesalers, retailers, importers, exporters, agents and dealers of for and in food processing machinery, cooking apparatus and equipment of all kinds for kitchens, pantries, sculleries, and to deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any of the businesses of the Company, and to carry on business as dealers in any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

- (2) To carry on any business capable of being carried on in conjunction with the foregoing business.
- (3) To promote any business or to acquire all or any of the liabilities of any business which may appear likely to be carried on.
- (4) To purchase, or to acquire by any means acquire, any rights or interests in real or personal property.
- (5) To purchase or to acquire any business asset or firm or company or businesses which are similar to or advantageous to the business of the Company, calculated to be more profitable than the business of the Company, consideration of the liabilities of any business in which an interest in any arrangement for mutual assistance or for subsidizing a firm or company or any of the assets, shares, debentures, or agreed upon, and with any share may be agreed to deal with any property received.
- (6) To construct, improve, develop, property, build, for the Company, or, turn to account in respect of said property, Company both in and out of the United Kingdom.
- (7) To pay out of any debentures interest on the same to the same to be constructed or

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- (2) To carry on any other business which may appear to the Company capable of being conveniently or advantageously carried on in conjunction with the above objects, or as ancillary to any of the foregoing businesses, or likely to be profitable to the Company.
- (3) To promote any other company or companies for the purpose of acquiring all or any of the property and undertaking any of the liabilities of the company, or for any other purpose which may appear likely to assist or benefit the Company.
- (4) To purchase, take on lease, take options over or by any other means acquire any freehold, leasehold or real or personal property of any and every kind for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.
- (5) To purchase or otherwise acquire all or any part of the property, business assets, goodwill and liabilities of any person, society, firm or company carrying on or proposing to carry on any of the businesses which this company is authorised to carry on and any business similar to the Company's business which may be conveniently or advantageously carried on or combined with them or may be calculated directly or indirectly to enhance the value or render more profitable any of the Company's property and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, society, 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, society, firm or company, or for subsidising or otherwise assisting any such person, society, 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 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.
- (6) To construct, erect, procure, lay down, alter, repair, renovate, improve, develop, exchange, rent, let on lease and maintain any property, buildings, works, and machinery necessary or desirable for the Company's business and to 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 aforesaid property, buildings, works and machinery and any rights of the Company both real and personal.
- (7) To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company, and to pay interest on the paid-up share capital of the Company, and to charge the same to capital as part of the cost of construction of any works constructed or carried out by the Company.

INDISTINCT ORIGINAL

- (8) To apply for, obtain, register, purchase or by any means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any patents, patent rights, trade marks, copy-rights, names, designs, rights of production, rights of publication or other rights, licences, brevets d'invention, secret processes, protections and concessions which may be advantageous or useful to the Company, 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.
- (9) 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.
- (10) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the company to carry any of its objects into effect, or for 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.
- (11) 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.
- (12) To enter into any arrangement or contract with any person, firm or company for carrying on the whole or any part of the business of the Company, and to fix and determine the remuneration, which may be by way of money payment, allotment of shares, (either fully or partly paid) or otherwise.
- (13) To sell, dispose of, lease, transfer and/or otherwise deal with the business, property and undertaking of the Company or any part thereof in consideration of payment in cash, or in shares, or debentures or upon such other terms or for such other consideration as the Company shall deem fit.
- (14) To remunerate any person, firm or company rendering services to the Company, by payment in cash or by the allotment to him or them of shares or other securities of the Company credited as paid up in full, or otherwise as may be deemed expedient, and to indemnify members of the Company or other persons who undertake any liability on its behalf.

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- (15) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be determined either with or without security but so that nothing in this clause shall permit the purchase by the Company of its own shares.
- (16) 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 surety-ships 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.
- (17) 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.
- (18) 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.
- (19) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (20) 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.
- (21) To insure any servant of the Company against death or accident.
- (22) To provide medical attendance for and grant pensions, gratuities or charitable aid to any persons who have served the Company or to their relatives, to make payments towards insurance and to form and contribute to provident and benefit funds for their benefit.
- (23) 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.

INDISTINCT ORIGINAL

- (24) To distribute among the Members of the Company in kind any property of the Company of any kind.
- (25) To procure the Company to be registered or recognized in any part of the world.
- (26) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through agents of otherwise and either alone or in conjunction with others.
- (27) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (28) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, and 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.

And it is hereby declared that the objects set forth in each subclause 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 Authorized Share Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

The Company has power to increase, reduce, consolidate or sub-divide the Capital. Subject to the rights contained in Clause 4 of Table A in the first Schedule to the Companies Act 1948, any unissued shares and any shares in any new Capital may be issued by the Company with any special or preferential rights and privileges or subject to any special terms or conditions, and either with or without any special designation, and any such right, privilege, term, condition, or designation of or relating to the original or any new capital may from time to time be modified or abrogated in accordance with the regulations for the time being of the Company.

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THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROCKHURST LIMITED

*Still Private*

PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company, Part 1 of Table A aforesaid is hereinafter referred to as "Table A".

The following regulations of Table A shall not apply to the Company videlicet 11, 24, 53, 54, 58, 75, 79, 84, (2), 86, 88, 99 and 136

PRIVATE COMPANY

3. The Company is a private company within the meaning of the Act and accordingly:-
  - (1) The right to transfer shares is restricted in manner hereinafter provided.

INDISTINCT ORIGINAL

(11) The number of the members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, members of the Company) is limited to fifty.

Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this article, be treated as a single person.

(111) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

(IV) The Company shall not have power to issue share warrants to bearer.

#### SHARES

4. (1) Subject to Article 3, the Directors may allot or otherwise dispose of the Shares of the Company to such persons and for such consideration and upon such terms and conditions as they may determine, but so that except as provided by section 57 of the Act, no Shares shall be issued at a discount.

(11) The lien conferred by Clause 11 in Part 1 of Table A shall attach to fully paid up 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 two or more joint holders.

(111) Clause 15 in Part 1 of Table A shall be read and construed as if there were omitted from such Clause the words provided that no Call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding Call.

(IV) A transfer of a fully paid Share need not be executed by or on behalf of the transferee; and Clause 22 in Part 1 of Table A shall be modified accordingly.

#### NOTICE OF GENERAL MEETING

5. (1) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other

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## PROCEEDINGS AT

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6. (1) No business shall be transacted at any meeting of the Board unless a quorum of the Board is present. If a quorum is not present at any meeting, the meeting shall stand adjourned to the same day of the next month, at the same hour, unless otherwise provided by resolution of the Board. If a quorum is not present at the adjourned meeting, the Board may, by a majority vote of those present, provide for the transaction of business at the meeting.

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# INDISTINCT ORIGINAL

communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

(11) Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

(111) The resolution in writing may consist of two or more documents in like form each signed individually or by one or more of the members of the Company.

#### PROCEEDINGS AT GENERAL MEETINGS

6. (1) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two Members present in person or by proxy shall be a quorum.

(11) If within half an hour from the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Member or Members present shall be a quorum.

(111) At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the Book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

(IV) A Resolution (not relating to those matters which must be considered at the Annual General Meeting) and whether Ordinary,

INDISTINCT ORIGINAL

Extraordinary or Special, determined on without any Meeting of the Company and evidenced by writing under the hands of Members together holding the total issued shares of the Company shall be as valid and effective for all purposes as a Resolution passed at a General Meeting duly convened, held and constituted.

This clause shall apply separately to every class of Members.

#### PROXY

7. The instrument appointing a proxy shall be in writing in the usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointor or by his attorney, duly authorised in writing, or if the appointor is a corporation shall be either under its common seal or under the hand of an officer or attorney so authorised. An instrument of proxy need not be witnessed.

10.

#### VOTES OF MEMBERS

8. Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital of the Company, on a show of hands every member personally present shall have one vote only and in the case of a poll every member who is present in person or by proxy shall have one vote for each Ordinary Share held by him.

11.

#### DIRECTORS

9. (1) The number of the Directors may be one but shall not be more than ten but the Company may increase this limit in general meeting.

The first Directors shall be appointed by the subscribers to the Memorandum of Association of the Company.

(11) No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then

INDISTINCT ORIGINAL

Extraordinary or Special, determined on without any Meeting of the Company and evidenced by writing under the hands of Members together holding the total issued shares of the Company shall be as valid and effective for all purposes as a Resolution passed at a General Meeting duly convened, held and constituted.

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The first Directors shall be appointed by the subscribers to the Memorandum of Association of the Company.

(11) No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then

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A Director shall not be required to hold any shares of the Company by way of qualification.

(11) In the event of the minimum of Directors fixed by or pursuant to these Articles or Table A, being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

#### BORROWING POWERS

10. 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.

#### POWERS AND DUTIES OF DIRECTORS

11. (1) Subject to the provisions of Clause 84 (1) in Part 1 of Table A, 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 shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

(11) The Directors shall cause minutes to be made in Books provided for the purpose:-

- (a) of the names of the Directors present at each Meeting of the Directors and any Meetings of any Committee of the Directors;
- (b) of all resolutions and proceedings at all Meetings of the Company and of the Directors and of any Committee of the Directors;
- (c) of all appointments of officers made by the Directors;
- (d) of all documents sealed with the Common Seal of the Company.

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## ALTERNATE DIRECTORS

12. A Director may at any time appoint any other person (whether a Director or Member of the Company or not) to act as alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regards to Directors. An alternate Director shall be entitled to receive notices of all Meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be a Director: Provided that if a Director retires by rotation and is re-elected by the Meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. When a Director who has been appointed to be an Alternate Director is present at a Meeting of the Board in the absence of his appointer such Alternate Director shall have one vote in addition to his vote as Director. Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. The remuneration of any such Alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

## DISQUALIFICATION OF DIRECTORS

13. The office of Director shall be vacated if the Director:-
- (1) Ceases to be a Director by virtue of Section 182 or 185 of the Act.
  - (11) Becomes Bankrupt or suspends payment or compounds with his creditors.
  - (111) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act,

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ACCOUNTS

15. In Clause the Act includi

AUDIT

16. Auditor accord and Sec

SECRET

17. The Fd the Dd with o are so

INDISTINCT ORIGINAL



- (IV) Becomes of unsound mind:
- (V) Resigns his office by notice in writing to the Company:
- (VI) Is absent from Directors' Meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.

#### QUORUM OF DIRECTORS

14. The Directors may from time to time fix a quorum necessary for the transaction of business at Meetings of the Directors and unless so fixed the quorum shall be two except:-
  - (a) When the number of Directors is, without contravention of regulation 9 hereof, one:
  - (b) When the only business of the Meeting is to convene a Meeting of the Members:-

When the quorum shall be one.

#### ACCOUNTS

15. In Clause 126 in Part 1 of Table A after the words "157 of the Act" shall be added the words "and Section 16 to 22 inclusive of the Companies Act, 1967".

#### AUDIT

16. Auditors shall be appointed and their duties regulated in accordance with Section 159 to 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

#### SECRETARY

17. The First Secretary of the Company shall be Wahid Rajack but the Directors may appoint a person to be Secretary jointly with or in place of Wahid Rajack and where joint Secretaries are so appointed they may act individually and severally.

INDISTINCT ORIGINAL

Subject to the provisions of Section 177 and 178 of the Act the Directors may from time to time and at any time appoint a person to act temporarily as substitute for the Secretary for the time being and any person so appointed shall whilst so acting be deemed the Secretary of the Company.

#### INDEMNITY

18. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

Company No. 1302471

19

ACCEPT UNSTAMPED £ 4.0  
#8/CN CB 32/190/77  
SIGNED .....  
DATE 4-1-78

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ROCKHURST LIMITED

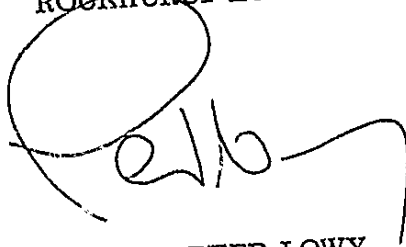
Passed the 13th Day of December 1977

At an EXTRAORDINARY GENERAL MEETING of the MEMBERS of the Company,  
duly convened and held at 370/386 High Road, Wembley, Middlesex HA9 6AX on the 13th  
December 1977, the subjoined Special Resolution was duly passed:--

RESOLUTION

That the name of the Company be changed to:

ROCKHURST LODGE LIMITED



PETER LOWY  
CHAIRMAN





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No.

1302471

10

I hereby certify that

**ROCKHURST LIMITED**

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

**ROCKHURST LODGE LIMITED**

Given under my hand at Cardiff the

12TH JANUARY 1978

*D.A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*

## THE COMPANIES ACTS 1948 TO 1976

# A

## Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3 (2) of the Companies Act 1976

3a

Please do not write in this binding margin



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

\*delete if inappropriate

**Note**

Please read notes 1 to 5 overleaf before completing this form

To the Registrar of Companies

For official use

23

Company number

1302471

Name of company

Rockhurst Lodge

Limited\*

hereby gives you notice in accordance with section 3 (2) of the Companies Act 1976 that the company's new accounting reference date on which the previous 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 previous 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 2

‡delete as appropriate

The company is a [subsidiary] [holding company]‡ of Hotel Vienna Limited

company number 1082787

the accounting reference date of which is 31<sup>st</sup> October.

§delete as appropriate

Signed

[Director] [Secretary]§ Date 30/6/83

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

LANDAU MORLEY  
LEX HOUSE, 370/386 HIGH ROAD,  
WEMBLEY, MIDDX. HA9 6AX  
TELE: 01-903 5122

For official use

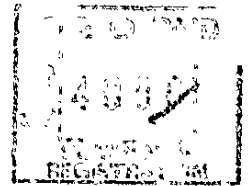
Data punch

Post room



COMPANY NO. 1302471

29  
7.12.84



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ROCKHURST LODGE LIMITED

Passed the 7th Day of November 1984

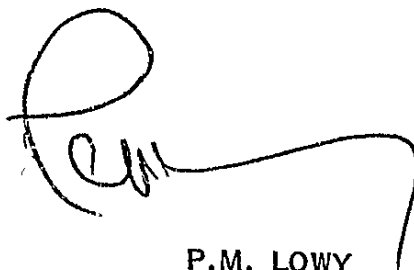


At an EXTRAORDINARY GENERAL MEETING of the MEMBERS of the Company, duly convened and held at 158-160 Sutherland Avenue, Maida Vale, London, W9 1HP the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the name of the Company be changed to:-

"ANGLO AMERICAN EDUCATIONAL SERVICES LIMITED".

  
P.M. LOWY  
CHAIRMAN



240  
Bldg  
100025.

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1302471

/30

I hereby certify that

ROCKHURST LODGE LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

ANGLO AMERICAN EDUCATIONAL  
SERVICES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 21ST DECEMBER 1984

A handwritten signature in dark ink, appearing to read 'D. C. H. Busher'.

D. C. H. BUSHER

an authorised officer

Co No 1302471

Norris Gilbert, Stern & Co.

Chartered Accountants

Dorland House, 18-20 Regent Street, London SW1Y 4PY  
01-930 1933 Telex 8951095 NORRIS G

N. GILBERT B. I. PEARL  
S. S. SHAW R. H. FRENCH

Your Ref:

Our Ref: NG/EM

Date: 21st January 1986

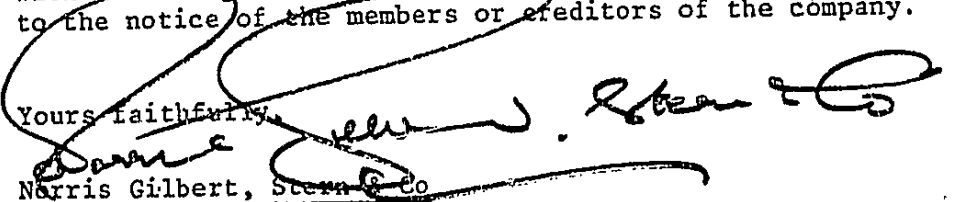
The Chairman  
Anglo American Educational Services Limited  
Dorland House  
18-20 Regent Street  
London SW1Y 4PY

Dear Sir,

In accordance with Section 390 of the Companies Act 1985 we write to notify you of our resignation as auditors of the company. This resignation is with effect from 21st January 1986.

In accordance with Section 390(2) of the 1985 Act we 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,

  
Norris Gilbert, Stern & Co

