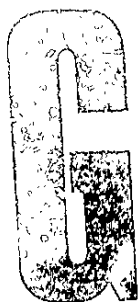


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## THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the  
requirements of the Companies Acts 1948 to 1976  
on application for registration of a companyPursuant to section 15(2) of the Companies Act 1948  
as amended by the Companies Act 1976Please do not  
write in the  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering

Company number

1319421

Name of Company

LEMMINGTON DEVELOPMENTS

Limited\*

CHARLES GEORGE STEPHEN SMITH

15 PEMBRIDGE ROAD

BRISTOL BS99 7DX

\* delete if  
inappropriate

† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court  
engaged in the formationof  
LEMMINGTON DEVELOPMENTS Limited\*

and that all the requirements of the Companies Acts 1948 to 1976  
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 HILL  
BRISTOL BS8 1AY

the 14th day of June, 1977.

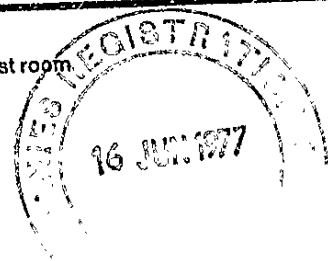
One thousand nine hundred and

before me  
A Commissioner for Oaths†

Presentor's name, address and  
reference (if any)

For official use  
General section

Post room



† or Notary  
Public or Justice  
of the Peace or  
Solicitor having  
the powers  
conferred on a  
Commissioner  
for Oaths

THE COMPANIES ACTS 1948 to 1976  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION OF  
'LEMMINGTON DEVELOPMENTS LIMITED'



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JUN 1977 1250 0050.00

1. The name of the Company is "LEMMINGTON DEVELOPMENTS 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 acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads, and squares, constructing, sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties, and by leasing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

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(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any 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 the 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.

(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 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 secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(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, standard security, 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, standard security, 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 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 calculated directly or indirectly to promote the Company's interests, 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 Government or authority (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.

(o) To remunerate any person, firm or company rendering services to the 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 Directors or 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 and generally to provide advantages, facilities and services for 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 a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary 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, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such 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 whatever nature.

(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, brokers, sub-contractors 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 Company's 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 from 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. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited. /

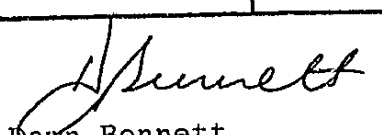
5. The Share Capital of the Company is £100 divided into 100 /  
Shares of £1 each.

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
  Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	  One
  Christopher Charles Hadler, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One 

Dated 14th June, 77

Witness to the above signatures:-

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

## THE COMPANIES ACTS 1948 to 1976

## COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION OF

"LEMMINGTON DEVELOPMENTS LIMITED"

## PRELIMINARY

1. The Regulations contained or incorporated in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded and varied) and the Articles hereinafter contained shall be the regulations of the Company.

## FIRST DIRECTORS

2. (a) Clause 75 in Part I of Table A shall not apply to the Company.

(b) The number of the Directors shall be determined by the Company in General Meeting. In the event of the minimum number 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.

(c) Every Director shall be a Permanent Director of the Company not subject to retirement by rotation unless the instrument of appointment provides otherwise. A Permanent Director shall, subject to the provisions of Clause 88 in Part I of Table A as amended by Article 15 and subject to Section 28 of the Companies Act 1976 be entitled to hold office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

## SHARES

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
4. The lien conferred by Clause 11 in Part I of Table A shall attach also 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.
5. The power of the Directors to make calls conferred by Clause 15 in Part I of Table A shall be modified by deleting 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".
6. A transfer of a fully paid Share need not be executed by or on behalf of the transferee; and Clause 22 in Part I of Table A shall be modified accordingly.
7. The liability of any Member in default in respect of a Call shall be increased by the addition at the end of Clause 33 in Part I of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## GENERAL MEETINGS AND RESOLUTIONS

8. 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.
9. 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".
10. A resolution in writing pursuant to Clause 5 in Part II of Table A may consist of two or more documents in like form each signed by one or more of the Members in such Clause referred to; and the said Clause 5 shall be modified accordingly.

## DIRECTORS

11. A Director may at any time appoint any other person (being a Director or person approved for that purpose by

the Directors) 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 Table A and to these presents with regard 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. Where 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 for each appointer whom he represents 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.

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. (a) The Directors may exercise the powers of the Company conferred by Clause 3 (q) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Part I of Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Part I of Table A shall be modified accordingly.

15. Clause 88 in Part I of Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly.

#### BORROWING POWERS

17. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or Standard Security over 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.

(b) Accordingly, Clause 79 in Part I of Table A shall not apply to the Company.

#### ACCOUNTS

18. The accounts and other documents to be prepared by the Directors under Clause 126 in Part I of Table A shall be prepared in accordance with Sections 148, 150 and 157 of the Companies Act 1948 as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and as further amended by Part I of the Companies Act 1976.

#### INDEMNITY

19. (a) Every Director or other officer of the Company shall 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.

(b) Accordingly, Clause 136 in Part I of Table A shall not apply to the Company.

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Names, addresses and descriptions of Subscribers

---



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



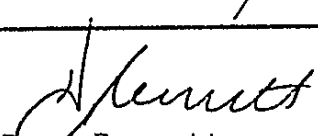
Christopher Charles Hadler,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

---

Dated

14th June 77

Witness to the above signatures:-



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



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binding margin



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

\* delete if  
inappropriate

# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

Company number

1319421

5

Name of Company

LEMMINGTON DEVELOPMENTS

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

27 BENTHAM STREET  
LONDON WIN IFE

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below



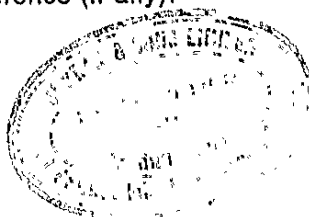
JORDAN + SONS

47 BRUNSWICK PLACE  
LONDON N1

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement



Presenter's  
reference (if any):



For official use  
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

### Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	<u>ELIENE LOUIS GOHECQUE</u>	Business occupation	<u>CERTIFIED ACCOUNTANT</u>
Former name(s) (note 3)	<u>N/A</u>	Nationality	<u>BRITISH</u>
Address (note 4)	<u>21 BEAUMONT STREET</u> <u>LONDON W1N 1FE</u>	Date of birth (where applicable) (note 6)	<u>N/A</u>
Particulars of other directorships (note 5)			
<u>BUREAU OF TAXATION LTD, SHARON HENDERSON LTD, RADNOR LTD</u>			
<u>TYPE-WEAR PROVISION LTD FOR GORDON GUTMAN (MARRIAGE) LTD,</u>			
<u>FOR GORDON GUTMAN (GREAT YARMOUTH) LTD, GORDON AND DAWSON LTD,</u>			
<u>GORDON AND DAWSON (EE) LTD, J.F. HENDERSON LTD</u>			
I hereby consent to act as director of the company named on page 1			
Signature		Date <u>11th June 1977</u>	

Name (note 2)	<u>GOODMAN</u>	Business occupation	<u>EDITOR.</u>
Former name(s) (note 3)	<u>CHRISTINE MARGHILL</u>	Nationality	<u>BRITISH.</u>
Address (note 4)	<u>21. CHERSTOW VILLAS</u> <u>W.I.</u>	Date of birth (where applicable) (note 6)	<u>20.11.36.</u>
Particulars of other directorships (note 5)			
<u>BUREAU OF TAXATION.</u>			
<u>27. BEAUMONT ST.</u>			
<u>W.I.</u>			
I hereby consent to act as director of the company named on page 1			
Signature		Date <u>14.6.77.</u>	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in this  
marginal margin



**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	ELIENE LOUIS GOTECHÉ
Former name(s) (note 3)	MA
Address (notes 4 & 7)	2) BERNHART STREET. LOWEN WIN IFE
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 11th June 1977

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature		[Subscriber] [Agent]† Date	14/6/77
Signature	L A Howard	[Subscriber] [Agent]† Date	14/6/77



## CERTIFICATE OF INCORPORATION

No. 1319421

I hereby certify that

**LEMMINGTON DEVELOPMENTS LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

29TH JUNE 1977

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

1314421/17

No. 4313421

THE COMPANIES ACTS 1948 to 1981

---

COMPANY LIMITED BY SHARES

---

SPECIAL RESOLUTION

of

LEMMINGTON DEVELOPMENTS LIMITED

---

Passed 30th November 1981

---

At an Extraordinary General Meeting of the above Company, duly convened and held on 30th November 1981, the following resolutions were duly passed as a SPECIAL RESOLUTION, namely:-

SPECIAL RESOLUTION

THAT:-

- (a) the authorised share capital of the Company be increased from £100 to £200 by the creation of 100 new Ordinary Shares of £1 each;



*Recd 9/12/81*

13 JAN 1982  
80  
OFFICE

- (b) the sum of £100 (being part of the amount standing to the credit of Reserves) be capitalised and the Directors be authorised to appropriate the said sum of £100 as capital to and amongst the persons appearing on the Register of Members at the close of business on <sup>28th November</sup> ~~2nd December~~, 1981 as holders of Ordinary Shares, such sum to be applied in paying up in full 100 Ordinary Shares of £1 each of the Company and that such 100 Ordinary Shares credited as fully paid be allotted and distributed to such persons in the proportion of 1 such new Ordinary Shares for every 1 Ordinary Share of £1 each then held by such persons respectively and so that the Ordinary Shares to be issued pursuant to this Resolution shall rank in full for all dividends hereafter declared or paid on the Ordinary share capital of the Company and in all other respects pari passu inter se and with the existing issued Ordinary Shares of the Company for all purposes and the Directors shall give effect to this Resolution;
- (c) forthwith upon the allotment of the said 100 Ordinary Shares of £1 each, each of the existing issued 100 Ordinary Shares of £1 of the Company be converted into one Deferred Share of £1 having attached thereto the rights specified in the Articles of Association of the Company as altered by this Resolution; and
- (d) the Articles of Association of the Company be altered by the substitution for Article 3 of the following new Article:-



"3(A) (i) The share capital of the Company at the date of the adoption of this Article is £200 divided into 100 Ordinary shares of £1 each and 100 Deferred Shares of £1 each

(ii) The said Deferred Shares shall entitle the holders thereof to a fixed non-cumulative dividend at the rate of 5 per cent. per annum for any financial year of the Company in respect of which the net profits of the Company available for dividend (as certified by the auditors of the Company whose decision shall be final and binding) exceed £10,000,000.

(iii) On a winding up the holders of the Deferred Shares shall be entitled out of the surplus assets of the Company to a return of the capital paid up on the Deferred Shares held by them respectively after a total sum of £100,000 has been distributed in such winding up in respect of each of the Ordinary Shares of £1 of the Company.

(iv) Save as provided in this Article the holders of the Deferred Shares shall not be entitled to any participation in the profits or assets of the Company.

(v) The Deferred Shares shall not entitle the holders thereof to attend or vote at any General Meeting of the Company by virtue or in respect of their holdings of such Deferred Shares."

..........  
Chairman



Please do not  
write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

# 10

1,319,421

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

To the Registrar of Companies

For official use Company number

1/8

4313421

Name of Company

LEMMINGTON DEVELOPMENTS

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~extraordinary~~ <sup>ordinary</sup> [special]† resolution of the company dated 30th November 1981

the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 100 beyond the registered capital of £ 100

A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
100	Ordinary	£1.

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

See Special Resolution attached

Please tick here if  
continued overleaf



†delete as  
appropriate

Signed

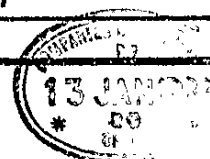
[Director] [Secretary]† Date 9/12/81

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

Norton, Rose, Botterell  
& Roche  
Kempson House  
Camomile Street  
London EC3A 7AN  
Ref: TJD/18/B118614

For official use  
General section

Post room



9/12/81

# LEMMINGTON DEVELOPMENTS LIMITED

27 GRANGER STREET, NEWCASTLE UPON TYNE, NE1 6J9 XX

TELEPHONE: NEWCASTLE UPON TYNE 2624x 850567  
Eagle Star House,

address-7th Floor, Regent Centre, Gosforth, Newcastle on Tyne  
NE3 3QW

YOUR REF

OUR REF PIC/RM.

DATE 15.3.83

ACCEPT UNSTAMPED £40

MC/CN 19938

SIGNED ..... M. Saunders

DATE ..... 18/3/83

Co. No 1319421/24

COMPANIES ACTS 1948 - 1981

SPECIAL RESOLUTION.

LEMMINGTON DEVELOPMENTS LIMITED  
REGISTERED IN ENGLAND NO. 1319421

An an Extraordinary General Meeting of the above-named  
Company duly convened and held at Eagle Star House,  
Regent Centre, Gosforth, Newcastle upon Tyne on the  
15th March, 1983 the following Special Resolution  
was duly passed:-

"That the name of the company be changed to  
Cussins Commercial Developments Limited."

SIGNED .....  
DIRECTOR.

DIRECTORS: PETER IAN CUSSINS, B.Sc. V. J. CUSSINS, J R ANDERSON, G HALL,  
REGISTERED IN ENGLAND NUMBER 1319421 REGISTERED OFFICE AT ABOVE ADDRESS A.E. SWAISLAND  
W.M. AITCHISON.

**PETER CUSSINS GROUP**

a member of the peter Cussins limited group of companies

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1319421/25

I hereby certify that

LEMMINGTON DEVELOPMENTS LIMITED

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

CUSSINS COMMERCIAL DEVELOPMENTS LIMITED

Given under my hand at Cardiff the

28TH MARCH 1983

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies

# LEMMINGTON DEVELOPMENTS LIMITED

27 GRAYNER STREET, NEWCASTLE UPON TYNE NE3 3QW  
TELEPHONE: NEWCASTLE UPON TYNE 22524 X 85055

address: 7th Floor, Regent Centre, Gosforth, Newcastle upon Tyne NE3 3QW

1319421/26

YOUR REF

OUR REF

PIC/RM

DATE

28.2.83

COMPANIES ACTS 1948-1981

SPECIAL RESOLUTION

LEMMINGTON DEVELOPMENTS LIMITED  
REGISTERED IN ENGLAND No. 1319421

At an Extraordinary General Meeting of the above-named company duly convened and held at Eagle Star House, Regent Centre, Gosforth, Newcastle upon Tyne on the 28th February, 1983 the following Special Resolution was duly passed:-

"That the name of the company be changed to Cussins Commercial Holdings Limited."

SIGNED

DIRECTOR.

DIRECTORS: PETER IAN CUSSINS, B.Sc. & J. R. ANDERSON, G. HALL

REGISTERED IN ENGLAND NUMBER 1319421 REGISTERED OFFICE AT ABOVE ADDRESS

A.E. SWAISLAND

W.M. AITCHISON.

**PETER CUSSINS GROUP**

a member of the Peter Cussins limited group of companies