

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 company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



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

Company number

11560861

--	--	--	--

Name of Company

H:NGELIME	
Limited*	

I, Michael John Hope,
of 30, City Road,
London, EC1Y 2DE

* 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 person named as Secretary of the Company in the statement delivered under section 21 of the Companies Act 1976 of H:NGELIME 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 30, City Road,
London EC1Y 2DE

the _____ day of _____

One thousand nine hundred and _____

before me _____
A Commissioner for Oaths ‡

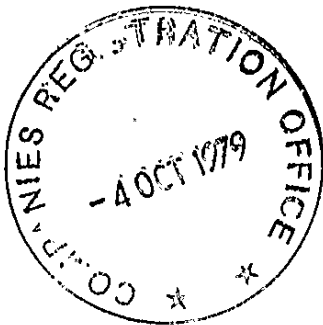
Presentor's name, address and reference (if any)

For official use

General section

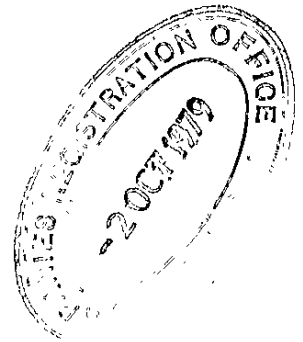
Post room

THE COMPANIES ACTS 1948 to 1976.



1456086/3

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF
HINGELIME LIMITED

1. The name of the Company is *Hingelime Limited.*
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) (1) To carry on business as travel agents and operators and to establish and carry on a travel bureau, touring agency, custom's clearing agency; to organise and conduct trips, holidays and excursions of all kinds in any part of the world, to provide hotel and lodging accommodation and to act as agents, for railways, shippers, carriers, theatre and cinema proprietors, and as sellers and dealers in any tickets issued by them; to act as bankers and exchangers of money and to issue travellers' cheques and to provide any other accommodation or assistance to travellers and tourists.
 - (2) To carry on business as carriers of passengers, goods and mail and any other articles by air, sea and land, and as proprietors, agents, consultants, manufacturers, hirers and repairers of aeroplanes, seaplanes and aircraft generally, ships, yachts, boats, motor cars, coaches and omnibuses and mechanically propelled vehicles of every description.
 - (3) To carry on business as insurance agents, auctioneers, estate agents, business transfer agents, valuers and surveyors, printers and publishers, and agents for the sale of goods, articles, plant, machinery, tools, substances, materials, merchandise and produce of every description.

(B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;

(C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;

(D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;

(E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;

(F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;

(G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world;

(H) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;

(I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;

(J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;

(K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;

(L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;

(M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;

(N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;

(O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;

(P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;

(Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;

(R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;

(S) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;

(T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;

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

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>mt</i> MICHAEL JOHN HOPE 30, City Road, London, E.C.1. Company Formation Assistant.	ONE ✓
<i>EC</i> ERIC CHARLES TURNER 30, City Road, London, E.C.1. Company Formation Assistant.	ONE ✓

DATED the 25th day of September, 1979.

WITNESS to the above signatures :

✓
JOHN REGAN
30, City Road,
Londor . E.C.1

Company Search Assistant.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

HINGELINE LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948, as amended, (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 3, 24, 53, 75, 77, 79 and 88 of Part I of Table A in the said schedule (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Part I of Table A, and regulations 2 to 5 inclusive of Part II of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

3. The shares shall be at the disposal of the directors who may allot, grant options over, or otherwise dispose of them on such terms and in such manner as they think fit, subject to regulation 2 of Part II of Table A and to the provisions of the next following Article and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he

declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company.

5. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. The lien conferred by regulation 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted 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.

TRANSFER AND TRANSMISSION OF SHARES

7. (a) Any share may be transferred to a person who is already a member of the Company.

(b) Any share may be transferred by a member of the Company to the spouse, child or remoter issue or parent, brother or sister of that member, and any shares of a deceased member may be transferred by his personal representatives to any widow, widower, or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees.

(c) Any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. In any such circumstances as are set out in Article 7 hereof, regulation 3 of Part II of Table A shall not apply save

(a) to ensure that the number of members shall not exceed the prescribed limit;

(b) to prevent a transfer of shares on which the Company has a lien; or

(c) to prevent a transfer of shares to any infant, bankrupt or person of unsound mind.

9. The proviso to regulation 32 of Part I of Table A shall not apply to the Company.

GENERAL MEETING

10. Every notice convening a general meeting shall comply with the provisions of section 136(2) of the Act 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. Regulation 54 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

DIRECTORS

12. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

13. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under section 21 of the Companies Act 1976.

BORROWING POWERS

14. 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

15. Paragraphs (2) and (4) of regulation 84 of Part I of Table A shall not apply. A director may vote 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 the quorum present at any meeting at which any such contract or arrangement is considered.

16. Any director may appoint any person approved by the board of directors to be an alternate director and such appointment shall have effect and such appointee, whilst he hold office as an alternate director, shall be entitled to receive notice of meetings of directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the directors or by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the same.

DISQUALIFICATION OF DIRECTORS

17. The office of a director shall be vacated:-
- (a) if he resigns his office by notice in writing to the Company;
 - (b) if he becomes bankrupt or enters into any arrangement with his creditors;
 - (c) if he is prohibited from being a director by an order made under section 188 of the Act, under section 28 of the Companies Act 1976; or under section 9 of the Insolvency Act 1976;
 - (d) if he becomes of unsound mind; or
 - (e) if he is removed from office by a resolution duly passed under section 184 of the Act.

THE SECRETARY

18. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.

NOTICES

19. In regulation 131 of Part I of Table A, all the words after the words "a letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

20. In addition to the indemnity contained in regulation 136 of Part I of Table A and subject to the provisions of Section 205 of the Act, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mr
MICHAEL JOHN HOPE
30, City Road,
London, E.C.1. ✓

Company Formation
Assistant.

EC
ERIC CHARLES TURNER
30, City Road,
London, E.C.1. ✓

Company Formation
Assistant.

DATED the 25th day of September, 1979

WITNESS to the above signatures :

JOHN REGAN
30, City Road,
London, E.C.1. *JR*

Company Search Assistant.

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

Please do not
write in this
binding margin

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

* delete if
inappropriate

Company number

1456086

Name of Company

HINGELIME

Limited*

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

Express Company Registrations Ltd
30, CITY ROAD
LONDON. E.C.1

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

X

Express Company Registrations Limited,
30, City Road,
London, EC1Y 2DE

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

Presentor's
reference (if any):

For official use
General section

Post room

Supplied by
Express Co. Registrations Ltd.
30 City Road, London EC1

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 1946. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Michael John Hope	Business occupation	Company Formation Assistant
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	30, City Road, London, EC1Y 2DE	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature		Date	28/9/79 ✓

Name (note 2)	Eric Charles Turner	Business occupation	Company Formation Assistant
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	30, City Road, London, EC1Y 2DE	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature		Date	28/9/79 ✓

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)	Michael John Hope
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	30, City Road, London, EC1Y 2DE
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 28/9/79

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

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

Signature [Subscriber] ~~[Agent]~~† Date 28/9/79

† delete as appropriate

Signature [Subscriber] ~~[Agent]~~† Date 28/9/79



CERTIFICATE OF INCORPORATION

No. 1456086

I hereby certify that

HINGELIME 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 23RD OCTOBER 1979

A handwritten signature in dark ink, appearing to read 'E A Wilson'.

E A WILSON

Assistant Registrar of Companies

Numb . . . Company: 1456086

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

(Copy)

ORDINARY RESOLUTION

of

HINGELIME LIMITED

Passed the 11th day of April, 1980

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 11th day of April 1980 the following ORDINARY RESOLUTION was duly passed:-

That the Share Capital of the Company be increased from £100 to £10,000 by the creation of 9,900 new Shares of £1 each ranking in all respects pari passu with the 100 existing Shares of £1 each in the Capital of the Company.


Chairman. - R. MOORE

Presented by
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0HP

LOND/HARR

The London Law Agency Limited, Temple Chambers, Temple Avenue, London, EC4Y 0HH

51

Pursuant to Section 63 of the Companies Act 1948

The additional capital is divided as follows:-

۱۰۰

Date _____

114.83

51

Presented by:
 Processed by:
 THE LONDON LAW AGENCY LTD.
 TEMPLE CHAMBERS,
 TEMPLE AVENUE,
 LONDON, EC4Y 0HU
 Presenter's reference:
 Lonsdale 1042

127519/5

Number of Company: 1456086

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

of

HINGELIME LIMITED

Passed the 17TH day of JANUARY, 1980.

At an EXTRAORDINARY GENERAL MEETING of the Company,
duly convened, and held on the 17TH day of JANUARY, 1980,
the following SPECIAL RESOLUTION was duly passed :-

That the name of the Company be changed to

BARKINGSIDE TRAVEL LIMITED

RM

Chairman.

Preserved by
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 0HP

63 LOND HARR

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



CC,
CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1456086 / 11

I hereby certify that

HINGELIME LIMITED

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

BARKINGSIDE TRAVEL LIMITED

Given under my hand at Cardiff the 24TH APRIL 1980

E. A. WILSON

Assistant Registrar of Companies

COMPANY No. 1456086

25

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

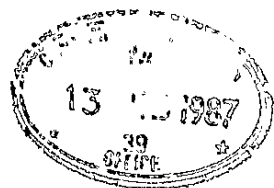
RESOLUTION OF BARKINGSIDE TRAVEL LIMITED

At an Extraordinary General Meeting of the above named company held at Johnston House, 8 Johnston Road, Woodford Green, Essex, IG8 0XA, on Wednesday 31st December, 1986, the following Resolution of the company was duly passed:

As an ordinary resolution

- 1/ That the authorised share capital be increased from £10,000 to £50,000 by the creation of 40,000 ordinary shares of £1 each to rank pari passu with the existing ordinary shares.
- 2/ That the Directors are unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot all shares in the authorised share capital of the company which are unissued at the time of the passing of this Resolution at any time or times during the period of five years from the date thereof.

St. Mary
.....
(SECRETARY)



COMPANY NO. 1456086

THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
BARKINGSIDE TRAVEL LIMITED

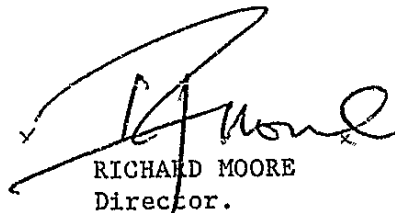
(passed 15th September, 1986)

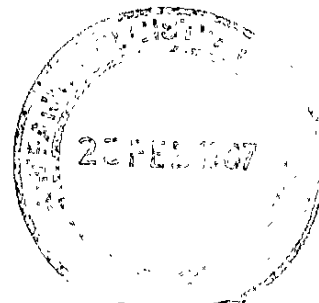
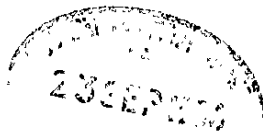
At an Extraordinary General Meeting of the abovenamed Company duly convened and held at White Lodge, Little Laver, Near Ongar, Essex on Monday 15th September, 1986, the following resolution was duly passed as a special resolution of the Company.

SPECIAL RESOLUTION

That the name of the Company be changed to "Intatravel Limited".

midland
240
856547


RICHARD MOORE
Director.



RES. FOR MIC FILE
NO ACTION TAKEN

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF BARKINGSIDE TRAVEL LIMITED

At an Extraordinary General Meeting of the above named company held at Johnston House, 8 Johnston Road, Woodford Green, Essex, IG8 OXA on Tuesday 30th June 1987, the following Resolution of the company was duly passed:

As an ordinary Resolution

That the authorised share capital be increased from 50,000 to 500,000 by the creation of 450,000 ordinary shares at £1 each to rank pari passu with the existing ordinary shares.


(SECRETARY)



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

129

1456086

Name of company

*

BARKINGSIDE TRAVEL LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 30th JUNE 1987 the nominal capital of the company has been
increased by £ 450,000 beyond the registered capital of £ 500 00.

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

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

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf



† delete as
appropriate

Signed

[Director][Secretary]† Date 21/7/87

Presentor's name address and
reference (if any): BAR075S

HASLERS
JOHNSTON HOUSE
2 JOHNSTON ROAD
WOODEFORD GREEN
ESSEX IP8 0ZA

For official Use
General Section

Post room

COMPANIES REGISTRATION

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON EC1A 3BB
TELEPHONE 01753 3939
TELEFAX 267410



Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Jordan's
JORDAN & SONS LIMITED
CORPORATE OFFICE
INCORPORATED IN CANADA
100-10100-10200-10300-10400-10500-10600-10700-10800-10900-11000-11100-11200-11300-11400-11500-11600-11700-11800-11900-12000-12100-12200-12300-12400-12500-12600-12700-12800-12900-13000-13100-13200-13300-13400-13500-13600-13700-13800-13900-14000-14100-14200-14300-14400-14500-14600-14700-14800-14900-15000-15100-15200-15300-15400-15500-15600-15700-15800-15900-16000-16100-16200-16300-16400-16500-16600-16700-16800-16900-17000-17100-17200-17300-17400-17500-17600-17700-17800-17900-18000-18100-18200-18300-18400-18500-18600-18700-18800-18900-19000-19100-19200-19300-19400-19500-19600-19700-19800-19900-20000-20100-20200-20300-20400-20500-20600-20700-20800-20900-21000-21100-21200-21300-21400-21500-21600-21700-21800-21900-22000-22100-22200-22300-22400-22500-22600-22700-22800-22900-23000-23100-23200-23300-23400-23500-23600-23700-23800-23900-24000-24100-24200-24300-24400-24500-24600-24700-24800-24900-25000-25100-25200-25300-25400-25500-25600-25700-25800-25900-26000-26100-26200-26300-26400-26500-26600-26700-26800-26900-27000-27100-27200-27300-27400-27500-27600-27700-27800-27900-28000-28100-28200-28300-28400-28500-28600-28700-28800-28900-29000-29100-29200-29300-29400-29500-29600-29700-29800-29900-30000-30100-30200-30300-30400-30500-30600-30700-30800-30900-31000-31100-31200-31300-31400-31500-31600-31700-31800-31900-32000-32100-32200-32300-32400-32500-32600-32700-32800-32900-33000-33100-33200-33300-33400-33500-33600-33700-33800-33900-34000-34100-34200-34300-34400-34500-34600-34700-34800-34900-35000-35100-35200-35300-35400-35500-35600-35700-35800-35900-36000-36100-36200-36300-36400-36500-36600-36700-36800-36900-37000-37100-37200-37300-37400-37500-37600-37700-37800-37900-38000-38100-38200-38300-38400-38500-38600-38700-38800-38900-39000-39100-39200-39300-39400-39500-39600-39700-39800-39900-40000-40100-40200-40300-40400-40500-40600-40700-40800-40900-41000-41100-41200-41300-41400-41500-41600-41700-41800-41900-42000-42100-42200-42300-42400-42500-42600-42700-42800-42900-43000-43100-43200-43300-43400-43500-43600-43700-43800-43900-44000-44100-44200-44300-44400-44500-44600-44700-44800-44900-45000-45100-45200-45300-45400-45500-45600-45700-45800-45900-46000-46100-46200-46300-46400-46500-46600-46700-46800-46900-47000-47100-47200-47300-47400-47500-47600-47700-47800-47900-48000-48100-48200-48300-48400-48500-48600-48700-48800-48900-49000-49100-49200-49300-49400-49500-49600-49700-49800-49900-50000-50100-50200-50300-50400-50500-50600-50700-50800-50900-51000-51100-51200-51300-51400-51500-51600-51700-51800-51900-52000-52100-52200-52300-52400-52500-52600-52700-52800-52900-53000-53100-53200-53300-53400-53500-53600-53700-53800-53900-54000-54100-54200-54300-54400-54500-54600-54700-54800-54900-55000-55100-55200-55300-55400-55500-55600-55700-55800-55900-56000-56100-56200-56300-56400-56500-56600-56700-56800-56900-57000-57100-57200-57300-57400-57500-57600-57700-57800-57900-58000-58100-58200-58300-58400-58500-58600-58700-58800-58900-59000-59100-59200-59300-59400-59500-59600-59700-59800-59900-60000-60100-60200-60300-60400-60500-60600-60700-60800-60900-61000-61100-61200-61300-61400-61500-61600-61700-61800-61900-62000-62100-62200-62300-62400-62500-62600-62700-62800-62900-63000-63100-63200-63300-63400-63500-63600-63700-63800-63900-64000-64100-64200-64300-64400-64500-64600-64700-64800-64900-65000-65100-65200-65300-65400-65500-65600-65700-65800-65900-66000-66100-66200-66300-66400-66500-66600-66700-66800-66900-67000-67100-67200-67300-67400-67500-67600-67700-67800-67900-68000-68100-68200-68300-68400-68500-68600-68700-68800-68900-69000-69100-69200-69300-69400-69500-69600-69700-69800-69900-70000-70100-70200-70300-70400-70500-70600-70700-70800-70900-71000-71100-71200-71300-71400-71500-71600-71700-71800-71900-72000-72100-72200-72300-72400-72500-72600-72700-72800-72900-73000-73100-73200-73300-73400-73500-73600-73700-73800-73900-74000-74100-74200-74300-74400-74500-74600-74700-74800-74900-75000-75100-75200-75300-75400-75500-75600-75700-75800-75900-76000-76100-76200-76300-76400-76500-76600-76700-76800-76900-77000-77100-77200-77300-77400-77500-7760

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

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

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

1456086

Name of company

* BARKINGSIDE TRAVEL LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3	1	1	0
---	---	---	---

† delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ ^{shortened Mr Simpson's} ~~extended~~† and ~~is to be treated as having come to an end~~† and will come to an end† on

Day Month Year

3	1	1	0	1	9	8	8
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

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

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date

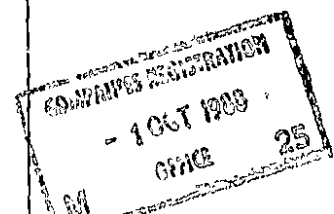
Presenter's name address and reference (if any):

HASLERS
JOHNSTON HOUSE
8 JOHNSTON ROAD
WOODFORD GREEN
ESSEX IG8 OXA
REF: SMS/BA0758
MF

For official Use

General Section

Post room



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JORDAN & SONS LIMITED
JORDAN HOUSE
BISHOP WICK PLACE
LONDON EC4A 3DF
TELEPHONE 01 243 1616
TELEX 261011



COMPANY NO: 1456086

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF BARKINGSIDE TRAVEL LIMITED

At an Extraordinary General Meeting of the above named company held at 3rd Floor, Redstone House, Crown Gate, Harlow, Essex on Friday 30th April 1989, the following resolutions of the company were duly passed:

As a special resolution

THAT Barkingside Travel Limited be reregistered as a public limited company.

THAT the company's memorandum of association be amended so that it states that the company is to be a public limited company and includes in its name, as its last part, the words 'public limited company'.

THAT any other alterations be made which are necessary to bring the memorandum in its substance and form into conformity with the requirements of the Act with respect to the substance and form of the memorandum of a public company.

THAT the articles of the company be amended as necessary.

THAT the name of the company be changed to INTATRAVEL GROUP P.L.C.

.....
SECRETARY

INTATRAVEL GROUP P.L.C.
26/04/89

G

COMPANIES FORM No. 43(3)(e)

**Declaration of compliance
with requirements by a
private company on application
for re-registration as a public
company****43(3)(e)**Please do not
write in this margin

Pursuant to section 43(3)(e) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

1456086

Name of company

• BARKINGSIDE TRAVEL LIMITED

* insert full name
of company

I, Richard James Moore

of White Lodge

Little Laver

Nr. Ongar, Essex

* delete as
appropriate

§ insert date

I, the Secretary (or a director) of the company, do solemnly and sincerely declare that:

- 1 the company, on 30th April 1989, passed a special resolution that the company should be re-registered as a public company;
- 2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;
- 3 between the balance sheet date and the application for re-registration, there has been no change in the company's financial position that has resulted in the amount of its net assets becoming less than the aggregate of its called-up share capital and undistributable reserves.

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 MICHAEL CASSON Declarant to sign below

AYLMER HOUSE
THE WISH HARTLOW ESSEXthe 25 day of May
One thousand nine hundred and Eighty nine

before me W. C. Casson

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

MICHAEL CASSON

PRINTED AND SUPPLIED BY
Jordans
JORDAN & DOWNS LIMITED
JORDAN HOUSE
BRIMPTON PLACE
LONDON W1M 5EE
TELEPHONE 01-253 3030
TELEX 291010Presenter's name address and
reference (if any):Haslers
Chartered Accountants
Johnston House
8 Johnston Road
Woodford Green
Essex
IG8 0XAFor official Use
General Section

Foot room



COMPANIES FORM No. 43(3)

**Application by a private
company for re-registration
as a public company**

43(3)

Please do not
write in
this margin

Pursuant to section 43(3) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

1456086

Name of company

* insert existing full
name of company

*	BARKINGSIDE TRAVEL LIMITED
---	----------------------------

† insert full name of
company amended
to make it appropriate
for this company as
a public limited
company

applies to be re-registered as a public company by the name of INTATRAVEL GROUP P.L.C.

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e))
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it

§ delete if section 44
of the Act does not
apply

~~5 Copy of copy of valuation report~~

† delete as
appropriate

Signed

T. J. M. S.

[Director][Secretary]† Date

30.5.87

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

Haslers
Chartered Accountants
Johnston House
8 Johnston Road
Woodford Green
Essex IG8 OXA

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General Section

COM 26 MAY 1987 M t S O 2510 HQS 0002324
--

PS/BEW

Jordan & Sons Limited
21 St Thomas Street Bristol BS1 6JG Tel. 0272-230600 Telex 449119

Chartered Accountants

Johnston House, Johnston Road,
Woodford Green, Essex IG8 0XA.

Telephone: 01-504 3344
Fax: 01-506 1417
Telex: 8955839

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff CF4 3UZ

Your ref:

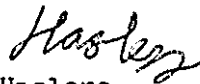
Our ref: SMS/BAR075S

Date: 26th May 1989

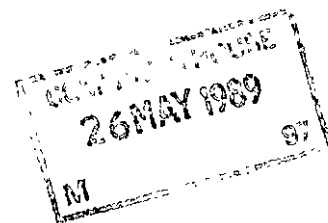
BARKINGSIDE TRAVEL LIMITED

=====

It is our opinion that the balance sheet of the above company, prepared on 31st October 1988 shows that at that date the amount of the company's net assets was not less than the aggregate of its called-up share capital and undistributable reserves.



Haslers
Chartered Accountants
Johnston House
8 Johnston Road,
Woodford Green
Essex IG8 0XA



Authorised by the
Institute of Chartered
Accountants in England
and Wales to carry on
investment business

M P Gould FCA ATII
G C Reed FCA
S Baskin FCA
M J Anderson ACA ATII
S M Simmons ACA
P D Kurup ACA
Correspondents overseas
London Office: 2 Cloth Court, St. Bartholomew's,
London EC1A 7LS Telephone: 01-733 2023

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 1988

FOR

BARKINGSIDE TRAVEL LIMITED

COMP
26 MAY 1989

BARKINGSIDE TRAVEL LIMITED

INDEX TO THE FINANCIAL STATEMENTS

	Page
Company Information	1
Report of the Directors	2
Auditors Report	3
Profit and Loss Account	4
Balance Sheet	5
Source and Application of Funds	6
Notes to the Financial Statements	7
The following pages do not form part of the statutory accounts:	
Detailed Profit and Loss Account	13
Notes on the Detailed Profit and Loss Account	14

BARKINGSIDE TRAVEL LIMITED

COMPANY INFORMATION

DIRECTORS: R J Moore
Mrs S T Moore

SECRETARY: Mrs S T Moore

REGISTERED OFFICE: 8 High Street
Barkingside
Ilford
Essex

AUDITORS: Haslers
Chartered Accountants
Johnston House
Johnston Road
Woodford Green
Essex IG8 0XA

BARKINGSIDE TRAVEL LIMITED

REPORT OF THE DIRECTORS

The directors present their report with the financial statements of the company for the year ended 31 October 1988.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of travel agents and operators.

REVIEW OF BUSINESS

The results for the year, financial position of the company, and recommended transfer to reserves are as shown in the annexed financial statements.

The progress of the company during the year accorded with expectations and the position at the end of the year is regarded as satisfactory. Since the end of the year the company has opened new branches.

DIVIDEND

A dividend of £40,000 was paid on the ordinary shares during the year.

DIRECTORS

The directors in office during the year and their beneficial interests in the issued share capital were as follows:

<u>Name</u>	<u>Class of Capital</u>	<u>31.10.88</u>	<u>31.10.87</u>
R J Moore	Ordinary Shares £1	152,000	76,000
Mrs S T Moore	Ordinary Shares £1	48,000	24,000

In accordance with the Articles of Association, R J Moore will retire at the forthcoming Annual General Meeting, and being eligible, will stand for re-election.

FIXED ASSETS

Changes in fixed assets are set out in note 9 to these accounts.

During the year the company acquired freehold and leasehold properties to accommodate new branches at a total cost of £1,382,551. In the opinion of the directors the value of the company's properties is in excess of that shown in the accounts in relation to their use in the company's trade.

CLOSE COMPANY

In the opinion of the directors the company is a close company within the provisions of the Income and Corporation Taxes Act 1958.

AUDITORS

The auditors, Haslers, will be proposed for re-appointment in accordance with Section 384 of the Companies Act, 1985.

BY ORDER OF THE BOARD:

S.T. Moore
Secretary

Dated: 26th April 1989

BARKINGSIDE TRAVEL LIMITED

AUDITORS REPORT TO THE MEMBERS OF
BARKINGSIDE TRAVEL LIMITED

We have audited the financial statements on pages four to twelve. Our audit was conducted in accordance with approved Auditing Standards having regard to the matters referred to in the following paragraph.

In common with many businesses of similar size and organisation the Company's system of control is dependent upon the close involvement of the directors who are also the major shareholders. Where independent confirmation of the completeness of the accounting records was therefore not available we have accepted assurances from the directors that all the Company's transactions have been reflected in the records.

Subject to the foregoing, in our opinion the financial statements, which have been prepared under the historical cost convention, give a true and fair view of the state of the Company's affairs at 31 October 1988 and of its results and source and application of funds for the year then ended and comply with the Companies Act 1985.

Haslers
Chartered Accountants
Johnston House
Johnston Road
Woodford Green
Essex IG8 OXA

Dated: 26th April 1989

BARKINGSIDE TRAVEL LIMITED

PROFIT AND LOSS ACCOUNT
for the Year Ended 31 October, 88

	Notes	31.10.88		31.10.87	
		£	£	£	£
TURNOVER	2	19,805,791		11,767,904	
Cost of Sales		17,288,965		10,368,227	
GROSS PROFIT		2,516,826		1,399,677	
Administrative Expenses		1,915,455		1,023,608	
Other Operating Charges		575,503		331,084	
		-----	2,490,958	-----	1,354,692
			-----		-----
Other Operating Income	3		25,868		44,985
			72,170		81,015
OPERATING PROFIT	5		98,038		126,000
Interest Payable	6		52,952		37,391
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			45,086		88,609
Tax on Profit on Ordinary Activities	7		52,747		51,650
(LOSS)/PROFIT FOR THE YEAR			(7,661)		36,959
Dividends	8		40,000		-
			(47,661)		36,959
Retained Profit brought forward			51,715		104,756
Transfer to Reserves			-		(90,000)
RETAINED PROFIT CARRIED FORWARD			£4,054		£51,715
			=====		=====

The notes form part of these financial statements

BARKINGSIDE TRAVEL LIMITED

BALANCE SHEET As at 31 October 1988

		31.10.88		31.10.87	
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible Assets	9		2,405,711		1,036,530
CURRENT ASSETS:					
Debtors	10	683,930		494,989	
Current Asset Investments		38,000		-	
Cash at Bank and In Hand		79,213		20,543	
		801,143		515,532	
Creditors: Amounts falling due within one year	11	2,123,859		1,270,321	
NET CURRENT LIABILITIES			(1,322,716)		(754,789)
TOTAL ASSETS LESS CURRENT LIABILITIES			1,082,995		281,741
Creditors: Amounts falling due after more than one year					
Bank Loan	12	837,843		78,812	
Obligations under finance leases and hire purchase		21,098		20,214	
			858,941		99,026
Provisions for Liabilities and Charges:					
Deferred Taxation			20,000		31,000
			£204,054		£151,715
CAPITAL AND RESERVES:					
Share Capital	14		200,000		100,000
Profit & Loss Account			4,054		51,715
			£204,054		£151,715

R.J. Moore

DIRECTOR.....

S.T. Moore

DIRECTOR.....

Approved by the Board on 26th April 1989

The notes form part of these financial statements

BARKINGSIDE TRAVEL LIMITED

SOURCE AND APPLICATION OF FUNDS for the Year Ended 31 October 1988

	31.10.88		31.10.87	
	£	£	£	£
SOURCE OF FUNDS:				
Profit before taxation	45,086		88,609	
Adjustment for items not involving the movement of funds:				
Depreciation	128,460		95,830	
Loss/(Profit) on disposal of fixed assets	62,590		(9,249)	
Total generated from operations		236,136		175,190
Funds from other sources:				
Bank Loan	734,864		68,750	
Sale of Fixed Assets	14,552		106,000	
Hire Purchase and Finance Leases	8,873		34,901	
Share capital	100,000		90,000	
		858,289		299,651
		1,094,425		474,841
APPLICATION OF FUNDS:				
Purchase of Fixed Assets	1,574,783		851,915	
Taxation paid	81,285		16,262	
Dividend paid	40,000		-	
Capitalisation of reserves	-		90,000	
		1,696,068		958,177
		£(601,643)		£(483,336)
COMPONENTS OF INCREASE/(DECREASE) IN WORKING CAPITAL:				
Debtors	188,941		216,127	
Current Asset Investments	38,000		-	
Creditors less than one year	(1,153,002)		(601,925)	
		(926,061)		(385,798)
Movement in Net Liquid Funds:				
Bank accounts	323,924		78,683	
Cash in Hand	494		2,597	
		324,418		(97,538)
		£(601,643)		£(500,423)

The notes form part of these financial statements

BARKINGSIDE TRAVEL LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 October 1988

1 ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible Fixed Assets

Depreciation is provided, after taking account of any grants receivable, at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property	- Nil
Leasehold property	- In accordance with the property
Fittings & equipment	- 10% on cost
Motor Vehicles	- 25% on cost

Freehold property is not depreciated as it is the directors' opinion that the current valuation exceeds the historic cost at which it is stated in the accounts.

Deferred Taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

2. TURNOVER

The turnover and profit before taxation is attributable to the one principal activity of the company.

3. OTHER OPERATING INCOME

	1988	1987
	£	£
Rents Receivable	3,157	32,154
Interest Received	44,013	19,561
Management charges	25,000	29,300
	-----	-----
	72,170	81,015
	=====	=====

BARKINGSIDE TRAVEL LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 October 1988

4. STAFF COSTS

	1988	1987
	£	£
Wages and Salaries	748,199	450,957
National Insurance	71,231	42,321
Pension Costs	20,515	15,968
	-----	-----
	839,945	509,246
	=====	=====

The average weekly number of employees during the year was as follows:

	1988	1987
Office and management	10	9
Sales	51	21
	===	===

5. OPERATING PROFIT

The operating profit is stated after charging:

	1988	1987
	£	£
Directors' Remuneration	74,515	52,968
Hire of Plant and Machinery	39,358	3,078
Depreciation	128,460	95,830
(Loss)/Profit on Disposal of Fixed Assets	(62,590)	9,249
Auditors Remuneration	20,000	10,000
	=====	=====

6. INTEREST PAYABLE

	1988	1987
	£	£
Interest payable on:		
Short term borrowings	21,983	23,911
Medium term borrowings	25,628	13,480
Long term borrowings	5,341	-
	-----	-----
	52,952	37,391
	=====	=====

7. TAXATION

The tax charge on the profit on ordinary activities for the year was as follows:

	1988	1987
	£	£
Based on the adjusted results of the year:		
UK Corporation Tax at current rates	63,747	42,000
Deferred Taxation	(11,000)	9,650
	-----	-----
	52,747	51,650
	=====	=====

BARKINGSIDE TRAVEL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the Year Ended 31 October 1988

8.	DIVIDENDS	1988	1987
		£	£
	Dividend	40,000	-
		=====	=====

9.	TANGIBLE FIXED ASSETS	Properties	Fittings & equipment	Motor Vehicles	Totals
		-----	-----	-----	-----
		£	£	£	£
	COST:				
	As at 1 November 1987	778,183	342,139	109,922	1,230,244
	Additions	1,382,551	124,976	67,256	1,574,783
	Disposals	-	(97,016)	-	(97,016)
		-----	-----	-----	-----
		2,160,734	370,099	177,178	2,708,011
		-----	-----	-----	-----
	DEPRECIATION:				
	As at 1 November 1987	99,261	72,132	22,321	193,714
	Charge for Year	67,935	33,788	26,737	128,460
	Eliminated on Disposals	-	(19,874)	-	(19,874)
		-----	-----	-----	-----
		167,196	86,046	49,058	302,300
		-----	-----	-----	-----
	NET BOOK VALUES:				
	As at 1 November 1987	£678,922	£270,007	£87,601	£1,036,530
	As at 31 October 1988	£1,993,538	£284,053	£128,120	£2,405,711
		=====	=====	=====	=====

The cost of properties at 31st October 1988 includes freeholds £943,023 and leaseholds £1,217,711. Included in leaseholds is a long leasehold of £182,600 which has a fixed charge on it in respect of a loan to a company controlled by the directors.

Fixed assets held under finance leases or hire purchase are as follows:

	Fittings & equipment	Motor Vehicles	Totals
	-----	-----	-----
	£	£	£
COST:			
As at 1 November 1987	3,000	77,080	80,080
Additions	13,177	67,256	80,433
	-----	-----	-----
	16,177	144,336	160,513
	-----	-----	-----
DEPRECIATION:			
As at 1 November 1987	525	10,181	10,706
Charge for Year	1,455	7,467	8,922
	-----	-----	-----
	1,980	17,648	19,628
	-----	-----	-----
NET BOOK VALUES:			
As at 1 November 1987	£2,475	£66,899	£69,374
As at 31 October 1988	£14,197	£126,688	£140,885
	=====	=====	=====

BARKINGSIDE TRAVEL LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 October 1988

10. DEBTORS

	1988	1987
	£	£
Trade Debtors	252,457	186,237
Other Debtors	307,109	198,924
Prepayments	124,364	67,568
Directors current account	-	42,260
	-----	-----
	683,930	494,989
	=====	=====

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1988	1987
	£	£
Creditors	1,702,275	634,397
Directors current account	49,543	-
Social security & other taxes	111,938	40,813
Accrued Expenses	123,124	158,668
Hire Purchase and Finance Leases	29,768	21,779
	-----	-----
	2,016,648	855,657
Bank Loans and Overdrafts (See Note 12)	43,071	332,986
Taxation	64,140	81,678
	-----	-----
	2,123,859	1,270,321
	=====	=====

12. LOANS AND OVERDRAFTS

The aggregate amount of loans and overdrafts was as follows:

	1988	1987
	£	£
(a) Falling due within one year		
Bank Overdraft	-	265,748
Pension Loan	37,800	37,800
Bank Loan - current portion	5,271	29,438
	-----	-----
	43,071	332,986
	-----	-----
(b) Falling due after more than one year		
Bank Loans repayable		
- within five years	261,081	78,812
- after five years	576,762	-
	-----	-----
	837,843	78,812
	-----	-----
Aggregate amounts	880,914	411,798
	=====	=====

BARKINGSIDE TRAVEL LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 October 1988

LOANS AND OVERDRAFTS CONTINUED

There are three bank loans with the following repayment periods:

- a) Mortgage loan is repayable over 25 years at 2% over base.
- b) Long term loan repayable over 23 years at 1.5% over base.
- c) Long term loan repayable by 27th June 1990 at 3% over base.

SECURITY

The bank loans and overdraft are secured by legal mortgages on certain properties and by a debenture for incorporating fixed and floating charges over all company assets.

13. OBLIGATIONS UNDER LEASES AND HIRE PURCHASE CONTRACTS

	Hire Purchase Contracts
	£
Year ending:	
31 October 1989	29,768
31 October 1990	15,438
31 October 1991	2,812
31 October 1992	2,233
31 October 1993	615

	50,866
	=====
Hire Purchase contracts and Finance Leases shown as:	£
Current obligations	29,768
Non-current obligations	21,098

	50,866
	=====

14. CALLED UP SHARE CAPITAL

	1988 £	1987 £
Authorised:		
Number: Class: Nominal Value:		
500,000 Ordinary Shares £1	500,000	500,000
	=====	=====
Allotted, issued and fully paid		
200,000 Ordinary Shares shares of £1 each	200,000	100,000
	=====	=====

The additional shares were allotted and fully paid for cash at par to increase the capital base of the company.

BARKINGSIDE TRAVEL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the Year Ended 31 October 1988

15. CONTINGENT LIABILITIES

Barkingside Travel Limited has given unlimited guarantees in favour of Intabusiness Travel Limited which is an associated company.

16. PENSION COMMITMENTS

The company has a fully insured pension scheme for which the premium paid was £20,515 (1987 - £15,968).

17. OTHER FINANCIAL COMMITMENTS

As at the balance sheet date the company has capital commitments of £100,000 made up largely of contractual arrangements for new premises.

18. TRANSACTIONS WITH DIRECTORS

At various times during the year the directors' current account was overdrawn, the maximum overdrawn balance being £42,260. At the end of the year that account was in credit.

The management charges receivable, as disclosed in note 3 to the accounts, arise entirely from a company controlled by the directors.

During the year the company acquired the following assets from a company controlled by the directors.

- (a) Motor Vehicle - £67,255.
- (b) Freehold Property - £737,780.

A long leasehold property owned by the company has a fixed charge on it in respect of a bank loan of £157,829 to a company controlled by the directors.

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The Companies Act 1948 to 1976
Company Limited By Shares

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M E M O R A N D U M
A N D A R T I C L E S O F
A S S O C I A T I O N

INTATRAVEL GROUP P.L.C.
COMPANY NUMBER 1456086
INCORPORATED ON 23RD OCTOBER 1979

=====

ICC LEGAL SERVICES LTD
2nd Floor,
16-26 Banner Street,
London EC1Y 8QE.
Telephone: 01-253 0063

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of INTATRAVEL GROUP P.L.C.

1. The Name of the Company is INTATRAVEL GROUP P.L.C. *
2. The company is to be a public limited company.
3. The Registered Office of the company will be situate in England.
4. The objects for which the company is established are:-

(A) (1) To carry on business as travel agents and operators and to establish and carry on a travel bureau, touring agency, custom's clearing agency; to organise and conduct trips, holidays and excursions of all kinds in any part of the world, to provide hotel and lodging accommodation and to act as agents, for railways, shippers, carriers, theatres and cinema proprietors, and as sellers and dealers in any tickets issued by them; to act as bankers and exchangers of money and to issue travellers' cheques and to provide any other accommodation or assistance to travellers and tourists.

(2) To carry on business as carriers of passengers, goods and mail and any other articles by air sea and land, and as proprietors, agents, consultants, manufacturers, hirers and repairers of aeroplanes, seaplanes and aircraft generally, ships, yachts, boats, motor cars, coaches and omnibuses and mechanically propelled vehicles of every description.

(3) To carry on business as insurance agents, auctioneers, estate agents, business transfer agents, valuers and surveyors, printers and publishers, and agents for the sale of goods, articles, plant, machinery, tools, substances, materials, merchandise and produce of every description.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying business in any part of the world.

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

* The Name of the Company was on the 24th day of April, 1980 changed from "Hingelime Limited" to "Barkingside Travel Limited". On 30th April 1989 the name of the company was changed to Intatravel Group p.l.c.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for persons, firm and companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(O) To pay for any rights or property acquired by the Company and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the company.

(P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

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

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to

make payments towards insurance for the benefit of such persons as aforesaid, their families dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time required by law.

(T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

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

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

5. The liability of the Members is limited.

6. The share capital of the company is £500,000 divided into 500,000 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred deferred or other special rights, privileges or conditions as conditions as regards dividends, repayment of capital, voting or otherwise.*

* By Ordinary Resolutions the Share Capital was increased from £100 to £10,000 on the 11th April 1980, then to £50,000 on the 31st December 1986, and then to £500,000 on the 30th June 1987.

THE COMPANIES ACTS, 1948 TO 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of INTATRAVEL GROUP P.L.C.

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the first Schedule to the companies Act 1948, as amended, (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulation 3, 24, 53, 75, 77, 79 and 88 of Part I of Table A in the said schedule (hereinafter referred to as "Part I of Table A") shall not apply to the company but the Articles hereinafter contained, and the remaining regulations of Part I of Table A, and regulations 2 to 5 inclusive of Part II of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

3. The shares shall be at the disposal of the directors who may allot, grant options over, or otherwise dispose of them on such terms and in such manner as they think fit, subject to regulation 2 of part II Table A and to the provisions of the next following Article that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company.

5. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. The lien conferred by regulation 11 in Part I of Table A shall attach

to fully paid up shares, and to all shares registered in the name of any person indebted 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.

TRANSFER AND TRANSMISSION OF SHARES

7. (a) Any share may be transferred to a person who is already a member of the Company.

(b) Any shares may be transferred by a member of the Company to the spouse, child or remoter issue or parent, brother or sister of that member, and any shares of a deceased member may be transferred, by his personal representatives to any widow, widower, or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees.

(c) Any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. In any such circumstances as are set out in Article 7 hereof, regulation 3 of Part II of Table A shall not apply save

(a) to ensure that the number of member of members shall not exceed the prescribed limit;

(b) to prevent a transfer a transfer of shares on which the Company has a lien; or

(c) to prevent a transfer of shares to any infant, bankrupt or person of unsound mind.

9. The proviso to regulation 32 of Part I of Table A shall not apply to the Company.

GENERAL MEETING

10. Every notice convening a general meeting shall comply with the provisions of section 136(2) of the Act 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 time being of the Company.

11. Regulation 54 in Part I of Table A shall be read and construed as if the words 'meeting shall be dissolved' were substituted for the words "members present shall be a quorum".

DIRECTORS

12. Unless and until the Company in general meeting shall otherwise determine the number of directors shall be not less than one nor more

than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

13. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under section 21 of the Companies Act 1976.

BORROWING POWERS

14. The Directors may exercise all the power of the Company to borrow money, and to mortgage or charge its undertakings, 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

15. Paragraphs (2) and (4) of regulation 84 of Part I of Table A shall not apply. A director may vote 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 the quorum present at any meeting at which any such contract or arrangement is considered.

16. Any director may appoint any person approved by the board of directors to be an alternate director and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to receive notice of meetings of directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the directors or by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the same.

DISQUALIFICATION OF DIRECTORS

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

- (a) If he resigns his office by notice in writing to the Company.
- (b) If he becomes bankrupt or enters into any arrangement with his creditors.
- (c) If he is prohibited from being a director by an order made under section 188 of the Act, under section 28 of the Companies Act 1976; or under section 9 of the Insolvency Act 1976;
- (d) If he becomes of unsound mind.

- (e) If he is removed from office by a resolution duly passed under section 184 of the Act.

THE SECRETARY

18. The first Secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.

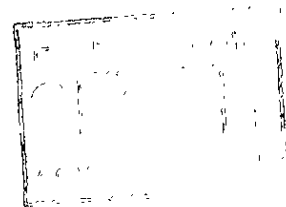
NOTICES

19. In regulation 131 of Part I of Table A, all the words after the words "a letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and if posted by any other class of pre-paid mail at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

20. In addition to the indemnity contained in regulation 136 of Part I of Table A and subject to the provisions of Section 205 of the Act, every director, managing director, agent, auditor secretary and other officer of the company shall be entitled to be indemnity out of the assets of the company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

COMPANY NO: 1456086



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF BARKINGSIDE TRAVEL LIMITED

At an Extraordinary General Meeting of the above named company held at 3rd Floor, Redstone House, Crown Gate, Harlow, Essex on Friday 30th April 1989, the following resolutions of the company were duly passed:

As a special resolution

THAT Barkingside Travel Limited be reregistered as a public limited company.

THAT the company's memorandum of association be amended so that it states that the company is to be a public limited company and includes in its name, as its last part, the words 'public limited company'.

THAT any other alterations be made which are necessary to bring the memorandum in its substance and form into conformity with the requirements of the Act with respect to the substance and form of the memorandum of a public company.

THAT the articles of the company be amended as necessary.

THAT the name of the company be changed to INTATRAVEL GROUP P.L.C.

.....
DIRECTOR

£90 Hk
Signed
00023
26 MAY 1989

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
AND RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY

No. 1456086

I hereby certify that

BARKINGSIDE TRAVEL LIMITED

formerly registered as a private company having changed its name and having this day been re-registered under the Companies Act 1985 as a public limited company is now incorporated under the name of

INTATRAVEL GROUP P.L.C.

and that the company is limited.

Given under my hand at Cardiff the 31ST MAY 1989

A handwritten signature in black ink, appearing to read 'M. B. May'.

M. B. MAY (MRS.)
An Authorised Officer