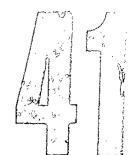


Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

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



write in this binding margin	n	
¥	¥	
Please complete legibly, preferation black type, or bold black letter	ably	ompany number 1479229//
mand member and or	and dame of Company	
delete if Inappropriate	REMOUS	Limited*
	I. Malcolm Roy Chettleburgh	Limited
	of 140/141, Temple Chambers, Temple	Avenue, London, EC4Y OHE
Please Indicate	- 44 44 44 MILLER OF CHECKING THAT I AM # 4 HOT ST	on named as Secretary of the
whether you are a Solicitor of	company in the Statement delivered und	der Section 21 of the Communication
the Supreme Court (or In	Act, 1976 of	to deciron 21 of the companies
Scotland 'a Solicitor')	REMOUS	
engaged in the formation of the company, or a person named as director or accretary of the company in the statement followed and or the companies Act 978	and that all the requirements of the Companies Acts 1948 in respect of matters precedent to the registration of the stand incidental thereto have been complied with. And I make this solemn Declaration conscientiously belie the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835 Declared at Temple Chambers, Temple Av. London, E.C.4.	aid company ving
	theday ofJanuary	
Notary Ubli or Justice the Peace or	One thousand nine hundred and <u>Eighty</u> before me <u>(Ivan I He</u> A Commissioner for Oaths! Justice of the Peace	enry) De (Inner London)
e powers nferred on a mrnissioner Oaths	Presentor's name, address and reference (if any) M.R.CHETTLEBURGH LTD 140/141, Temple Chambers Temple Avenue, London, E.C.4Y OHE.	Postroom

	No.	of Compuny		Form PUC 1 (Capital duty payable, but no registration fee)
		STATEMENT ON FORMATION OF A COLUMN LIMITED LIABILITY UNDER	THE	197 209 BE INCORPORATED WITH COMPANIES ACT 1948
	Nan	Pursuant to Part Y, Finance REMOUS		973 Limited
	A.	Nominal capital (i) £2,000	В	Nominal value of each share
	, , x	»		***************************************
	ď	Number and description of shares taken on incorporation (i) 2 Subscribers Shares	D.	Total amount payable on each (ii) (including premium if any) NIL
		•4*/4***		
		***************************************		***************************************
	E	Amount paid or due and payable on each (ii) NIL		
		***************************************		, NIL .
	F,	Total amount paid or due and payable in respec		£
	G	Capital duty payable on F at £1 per £100 or par		
		I heroby certify that the above particulars are	-	
		Signed SECRETAR		;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;
		20+h lanuary		0
		Dutternerment	*******	,
	(i)	Distinguish between Preserence, Ordinary, Red		
		If amounts are contributed otherwise than in case	•	
	Not	e:- This form must be delivered to the Registran incorporation of the company.	r of Co	mpanies when applying for
+		. D	_,	For afficial was only
	140 Tem	Presented by: C. Chettleburgh Limited, 1/141 Temple Chambers, 1ple Avenue, 1don, EC4Y OHE.		For official use only:

Presentor's reference:

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ATION OF 1479229

REMOUS

LIMITED

The name of the Company REMOUS LIMITED

- The Registered Office of the Company will be situate in England
- 3. The objects for which the Company is established are:-
 - (a) To carry on business as printers and offset lithographers; to own, operate and manage instant print shops; to undertake all document copying and to promote, establish and provide a print broking service and to carry out all introductory services, planning and design work in connection with printing, artwork illustrations and general printing services and to design, print and produce brochures and all forms of advertising work and printed literature and to buy, sell and deal in metal and paper lithographic plates, chemicals, liquids and lithographic accessories and to undertake all forms of duplicating, typing and transcription work and to carry on business as commercial, industrial and high security printers.
 - (b) To carry on business as wholesale and retail stationers, dealers in papers, envelopes, carbons, writing instruments, inks and stationery requisites, filing systems, files, cabinets, trays and baskets, books and ledgers, plastic, wooden and metal fancy goods, cards, bags and wrappings, festive decorations and novelties and all articles and products normally dealt with by the stationery trade.
 - (c) To carry on business as dealers in typewriters, adding and calculating machines, copying machines, dictating machines, tapes, microphones, headphones and foot controls, desk computers, microfilming equipment and all office furniture, fixtures and fittings; to act as specialists in display advertising requisites and point of sale advertisements, cards, and design goods and contractors regarding commercial and industrial exhibitions.

Mclc29

M. R. CHETTLEBURRH LIMITED 140/141 TEMPLE CHAMBERS TEMPLE AVENUE LONDON E.C.4: TEL: 01-353-7443/2

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (1) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company, upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any debentures at any time paid off.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.
- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any other purpose calculated to enhance the Company's business.

- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to and assist any charitable association and assist in the promotion thereof.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property of the Company in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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

- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £ 2,000 divided into 2,000 shares of £l each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

WE, the persons whose names and addresses are subscribed hereafter 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 the Subscribers

Number of Shares taken by each Subscriber

M. R. Chettleburgh Limited by Malcolm Roy Chettleburgh a duly thorised Officer 140/141 Temple Chambers, Temple Avenue, London EC4Y OHE One

Company Registration Agents.

Chettleburgh International Limited by Malcolm Roy Chettleburgh a duly authorised Officer, 140/141 Temple Chambers Temple Avenue, London EC4Y OHE One

ι.

Company Registration Agents

Dated the 28th January 1980

Witness to the above signatures :-

Robert S.Kelford, 5 Artemis Close, Gravesend, Kent



Company Director

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

1479229

REMOUS

LIMITED

PRELIMINARY

- 1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act 1948 shall apply to this Company.
- 2. The following Articles of Part I of Table "A" shall not apply to this Company videlicet:— 24, 53, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.

SHARES

- 3. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, subject to the provisions of the next following Article and to Regulation 2 of Part II of Table A and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.
- Meeting the shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be made by notice specifying the number of shalls offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons ontitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of the same

to such persons at such times and on such terms as they think proper.

LIEN

5. The lien conferred by Article ll in Part I of Table "A" shall also 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 one of two or more joint holders thereof.

TRANSFER UF SHARES

A Member desiring to transfer shares shall give notice in 6. writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within twenty-eight days of the date of the sald notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

- The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed Directors accordingly.
 - The Company shall not be subject to section 185 of the Act and accordingly any person may be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
 - Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS

The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking, property or 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.

ALTERNATE DIRECTORS

Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his

alternate to act in his place at any meeting of the Directors at which he is unable to be present. such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in A Director may at any time in addition to his own vote. writing revoke the appointment of an alternate appointed Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the The remuneration of such an Director appointing him. alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS

- 15. The office of a Director shall be vacated
 - (1) If by notice in writing to the Company he resigns the office of Director,
 - (2) If he ceases to be a Director by virtue of Section 182 of the Act,
 - (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
 - (4) If he becomes of unsound mind,
 - (5) If he is prohibited from being a Director by any order made under Section 188 of the Act,
 - (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

Names, Addresses and Descriptions of the Subscribers

M. R. Chettleborgh Limited by Malcolm Roy Chettleburgh a duly authorised Officer 140/141 Temple Chambers Temple Avenue, London EC4Y OHE

Company Registration Agents

Chettleburgh International Limited by Malcolm Roy Chettleburgh a duly authorised Officer 140/141 Templo Chambers Temple Avenue, London EC4Y OHE

Company Registration Agents

Dated the 28th January 1980

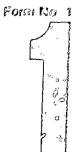
Witness to the above signatures :-

Robert S.Kelford, 5 Artemis Road, Gravesend, Kent.

Company Director

THE COMPANIES ACTS 1948 TO 1976

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



	ាំ registered office	9	√ .
		1 23(2) of the Companies Act 197	
Please do not write in this binding margin		,	
¥	i	C.29	
Please complete legibly, preferably in black type, or bold black tettering	Name of Company		Company number 1479229 5
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			Limited*
	The intended situation of the on incorporation is as stated	registered office of the compan below	у
	Station House, Mi	Lborne Port, Sherborne, Do	orset
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	f the memorandum is deliver he memorandum, please n a agent's name and address be	ed by an agent for the subscribe rk 'X' in the box opposite and in- slow	ers of x
į.	M. R. CHETTLEBURG	GH LIMITED.	
. [140/141 Temple Cl	ambers, Temple Avenue	London E. G. 475 com
L	tele:- 01.353.144	1.	, LONGON, E.C.4Y OHE.
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	7141 TEMPLE CHAMBERS	į.	
	PLE AVENUE		1
	IDON. E.C.41		1
TEL	01-853-144179	Ĭ	

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:

Name (note 2)	Business occupation
GRAHAM THOMAS BUNTER	Printer
Former name(s) (note 3)	Nationality
Address (note 4)	Bri tish
Station House, Milborne Port, Sherporne, Dorset	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
None	Lea 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 - 150 -
I hereby consent to act as director of the company named on pa	28.1.80
V	
Name (note 2)	Business occupation
DAVID DULEY	Printer
Former name(s) (note 3)	Nationality
Address (note 4)	British
39 East Street, Milborne Port, Sherborn, Dorset	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
	,
None	•
	<u> </u>
I hereby consent to act as director of the company named on pa	age 1
Signature	28.1.80 Date
Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	,
The state of the s	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
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I hereby consent to act as director of the company named on pa	
Signature	Date

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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
Companier Act
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mportant he particulars o be given are nose referred to 1(2)(b) of the companies Act 976 and section 00(3) of the ompanies Act 948. Please and the notes n page 4 before ompleting this art of the form.

Name (notes 2 & 7)	y, or joint secretaries, of the company are as follows: Malcolm Roy Chettleburgh
Former name(s) (note	
Address (notes 4 & 7)	140/141 Temple Chambers, Temple Avenue,
	London, EC4.
I hereby consent to a	ct as secretary of the company named on page 1
Signature	Date 28.1.80
Name (notes 2 & 7)	
Former name(s) (note:)
Address (notes 4 & 7)	
I hereby consent to a	ct as secretary of the company named on page 1

required by action 21(3) of e Companies ct 1976

es efelc propriate Signed by or on behalf of the subscribers of the memorandum*

Signature

[Subseriber] [Agent]† Date

28.1.80

Signature

[Subscriber] [Agent]† Date

28.1.80



CERTIFICATE OF INCORPORATION

No.

1479229

I hereby certify that

REMOUS 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

14TH FEBRUARY 1980

r a vilsom

Assistant Registrar of Companies

C_173

No. of Company: 1475229

The Companies Acts 1948 to 1967

Company Limited by Shares

ORDINARY RESOLUTION

of

AVON SPORTS CARS LIMITED

Passed on the 21st day of March 1980

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Little Manor, 154 Main Road, Cleeve, Avon on the 21st day of March 1980 the subjoined ORDINARY RESOLUTION was duly passed:-

RESOLUTION

THAT the Share Capital of the Company be increased from 3000 to 1,000 by the creation of 7000 Ordinary Shares of £1 each, such shares to rank pari passu in all respects with the existing share capital of the Company.

Chairman

(27 MERECO)

humber of company form No. 10 no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital pursuant to section 63 of the Companies Act 1948

nante	of company
,	AVON SF_RTS CARSLimited

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

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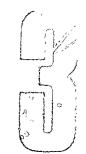
AVON SP	orts cars	Limited
ORE ORE	INARY	Resolution of the Company
21 ST MARC	н 1980	1980, the norminal Capital
all armamulans b	seen increased by the	addition thereto of the sum of
7000	beyond the registered	Capital of L
The additional Capita	l is divided as follows	
Number of Shares	Class of Share	Nominal Amount of each Share
7000	ORDINARY	£1.
7000		4
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Please do not write in this binding margin

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

Pursuant to section 3(1) of the Companies Act 1978



Please complete legibly, preferably To the Registrar of Companies

For official use

Company number

in black type, or bold block lettering Name of company

*delete if inappropriate

Limited*

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

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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:

Day

Month

⊋∶8

†delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended] to and [la-to-be-treated-as-having-come-te.an.end] [will come to an end] t on Will come to an end] t on

Day Month

See note 4(c) and complete If appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]t of

____, company number_____

the accounting reference date of which is.

¹ Signed

[Director] [Secretary] + Date

Presentor's name, address and

reference (if any):

HARRIS WALTERS . Co.

ANTON HOUSE

47 BRISSE STREET

ANDNER HANTS

For official use General section



