

# Declaration of compliance with the requirements on application for registration of a company

# 41a

Please do not write in this binding margin

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

1111

1652109

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

\*Insert full name of Company

Name of Company

MISTCOURT

Limited\*

I, Valerie Wilson

of 33 Ludgate Hill, London EC4M 7JQ

do solemnly and sincerely declare that I am the person named as Secretary of the Company in the statement delivered under Section 21 of the Companies Act, 1976

of \* MISTCOURT

Limited\*

(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)

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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

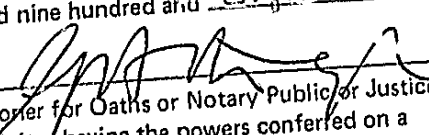
Declared at 33 Ludgate Hill, London EC4M 7JQ

Signature of Declarant

V. Wilson

the Twenty-first day of June

One thousand nine hundred and Eighty-two

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

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

For official use  
New companies section

Post room

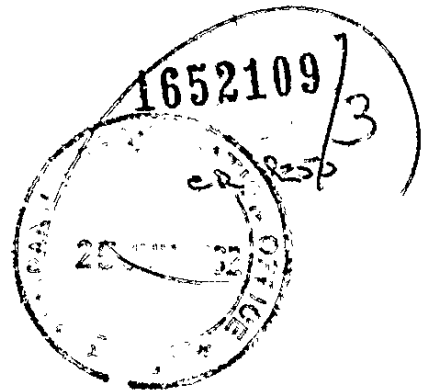
The Companies Acts, 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum of Association

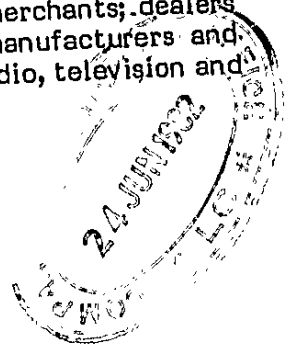
OF

MISTCOURT LIMITED



1. The name of the Company is "MISTCOURT LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers and specialists and contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers, plumbers, electricians, shop front fitters; builders' and decorators' merchants; double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communications, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars and other vehicles; transport and haulage contractors; general engineers; tool makers; booking agents and managers for theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all its branches; proprietors of shops, cafes, clubs, hotels and restaurants; catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers, fishmongers and poultry merchants; farmers; florists, horticulturists; landscape gardeners and designers; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio, television and

*Willman & Battell*



electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentlemen's outfitters; boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; printers, publishers writers, authors and journalists; stationers; advertising and publicity agents; public relation specialists; consultants, draughtsmen and exhibition specialists; seminars, lecturers, conventions, salesmen and demonstrators; conference and training specialists and organizers; business transfer agents; employment agents; computer operators, programmers and dealers; market research specialists; business advisers; mail order specialists; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of launderettes; excavation and demolition contractors; plant hirers; scrap iron and waste merchants; and to licence, conduct, operate, register and protect any franchise; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world.

- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.

- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependents.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.


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

---

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of shares  
Taken by each  
subscriber

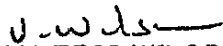
---



JOHN WILDMAN,  
33 Ludgate Hill,  
London, EC4M 7JQ.

ONE

Company Director.



VALERIE WILSON,  
33 Ludgate Hill,  
London, EC4M 7JQ.

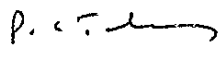
ONE

Secretary.

---

DATED this 21st day of JUNE 1982.

WITNESS to the above signatures -



P.C. TILBURY,  
33 Ludgate Hill,  
London, EC4M 7JQ.

Company Director.

The Companies Acts, 1948 to 1980  
-----

COMPANY LIMITED BY SHARES  
-----

Articles of Association

OF

MISTCOURT LIMITED

PRELIMINARY

1. Regulations 2, 3, 24, 53, 75, 88, 107, 108, 110 and 134 of Table A of the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A as amended by the Companies Act 1980 subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

3. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares.

4. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

TRANSFER OF SHARES

5. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

6. The proviso to Regulation 32 of Table A shall not apply to the Company.

#### VOTES OF MEMBERS

7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS

8. Regulations 80-87 of Table A apply except that Article 9 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

9. A Director who has disclosed his interest in accordance with Regulation 84(1) of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

10. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

11. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

12. 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.

13. 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 an 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.

#### BORROWING POWERS

14. The proviso to Regulation 79 of Table A shall not apply to the Company.

#### MANAGING DIRECTORS AND MANAGERS

15. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

16. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

#### SECRETARY

17. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

18. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.



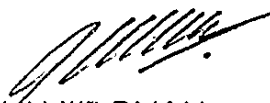
FIRST DIRECTORS

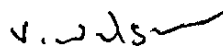
19. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be JOHN WILDMAN.

FIRST SECRETARY

20. The first Secretary of the Company shall be VALERIE WILSON.

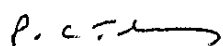
-----  
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS  
-----

  
JOHN WILDMAN,  
33 Ludgate Hill,  
London, EC4M 7JQ.  
Company Director.

  
VALERIE WILSON,  
33 Ludgate Hill,  
London, EC4M 7JQ.  
Secretary.

-----  
DATED this 21st day of JUNE 1982.

WITNESS to the above signatures -

  
P.C. TILBURY,  
33 Ludgate Hill,  
London, EC4M 7JQ.  
Company Director.

## 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

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering\* delete if  
inappropriate

Company number

1652109

Name of Company

MISTCOURT

Limited\*

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

33, Ludgate Hill,

London, EC4M 7JQ.

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

WILDMAN &amp; BATTELL LIMITED

33, Ludgate Hill,

London. EC4M 7JQ.

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 statementPresenter's  
reference (if any):For official use  
General section

Post room

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

Please do not write in this binding margin



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

Name (note 2)	Business occupation
John Wildman	Company Director
Former name(s) (note 3)	Nationality
Address (note 4)	British
33, Ludgate Hill, London, EC4M 7JQ.	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
Wildman & Battell Limited	
I hereby consent to act as director of the company named on page 1	
Signature	Date 21/6/82

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

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

Please do not  
write in this  
binding margin

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:

### Important

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
260(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

Name (notes 2 & 7)	Valerie Hileck
Former name(s) (note 3)	None
Address (notes 4 & 7)	33, Ludgate Hill, London, EC4M 7JG
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>V. Hileck</i> Date 21/6/82

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

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

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

† delete as  
appropriate

Signature *J. Waite* [Subscriber] [Agent]† Date 21/6/82  
for & on behalf of  
[Signature] [Subscriber] [Agent]† Date

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1652109

I hereby certify that

MISTCOURT LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the

16TH JULY 1982

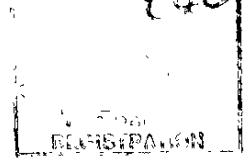
A handwritten signature in dark ink, appearing to read 'A. Wilson', written over a horizontal line.

Assistant Registrar of Companies

Number of Company.....1652109...../8

140

THE COMPANIES ACTS 1948 to 1967



Special Resolution

pursuant to Section 141 (2) of the Companies Act 1948  
OF

.....  
MISTCOURT.....LIMITED  
.....

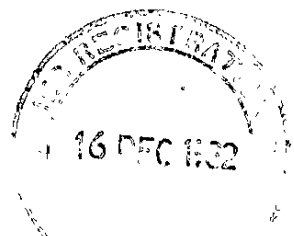
Passed 9th December 1982

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly  
convened, and held at CAVERSHAM PIT, DUNSDEN, NR READING, BERKS.

on the 9th day of DECEMBER 1982 the following  
Special Resolution was duly passed:-

RESOLUTION

It was resolved that the name of the company be  
changed to THAMES & KENNET MARINA LTD.



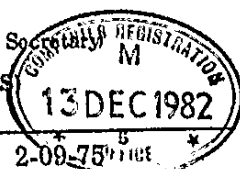
Signed.....Dorothy Anne Sherriff.....

To be signed by  
an Officer of the  
Company

Director.....

(Chairman, Director or Secretary)

TO BE FILED WITHIN 15 DAYS AFTER THE PASSING OF THE RESOLUTION(S)



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1652109 / 9

I hereby certify that

MISTCOURT LIMITED

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

THAMES & KENNET MARINA LTD

Given under my hand at Cardiff the 12TH JANUARY 1983

A handwritten signature in ink, appearing to be 'D. A. Jones'.

D. A. JONES

Assistant Registrar of Companies

## THE COMPANIES ACTS 1948 TO 1981

# A

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

Pursuant to section 3(1) of the Companies Act 1976

Please do not  
write in this  
binding margin

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

To the Registrar of Companies

For official use

Company number

18

1652109

Name of company

THAMES K KENNET MARINA

Limited\*

\*delete if  
inappropriate

**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

3 0 6 6

†delete as  
appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]†  
and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 0 0 6 1 9 8 4

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]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed X Dorothy - Anne Shemiff X [Director] [Secretary] † Date X 27.9.84.

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

For official use  
General section

Post room





10/12/85

Number of } 1-52109 | 23  
Company }

*The Companies Acts 1948 to 1981*

COMPANY LIMITED BY SHARES

## Special Resolution

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

OF

THAMES & KENNET MARINA LTD.

Passed on 15th November, 1985.

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

Caversham Lakes, Henley Road, Reading, Berkshire.

on the 15th day of November, 1985, the subjoined  
SPECIAL RESOLUTION duly passed, viz.:—

### RESOLUTION

That the objects of Thames & Kennet Marina Limited as stated in Clause 3 of the Memorandum of Association be widened to include the following:—

marina operator



Signature Dorothy Anne Sherriff

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

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

# G

COMPANIES FORM No. 225(1)

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

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) 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

--	--	--	--

1652109
---------

Name of company

* THAMES * KENNETT MARINA 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	2
---	---	---	---

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3	1	1	2	1	9	8	7
---	---	---	---	---	---	---	---

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:

See note 4c and complete as appropriate

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

N/A

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed

[Director][Secretary]† Date 8/9/87

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

For official Use  
General Section

RECEIVED
14 SEP 1987
M 10