

THE COMPANIES ACTS 1948 TO 1980

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

412

Please do not
write in this
binding margin

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

For official use

Company number

1688410

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

*Insert full name
of Company

Name of Company

ABOGADO CUSTODIANS LIMITED

I, JUDETH ANN NICHOLSON
of Aldwych House, Aldwych, London WC2B 4JP

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

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court
engaged in the formation
of* ABOGADO CUSTODIANS LIMITED

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

99 Aldwych
London

WC2B 4JP

the

26th day of November

One thousand nine hundred and

eighty-two

before me

[Signature]

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

Signature of Declarant

[Signature]

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

Baker & McKenzie
Aldwych House
Aldwych
London WC2B 4JP

For official use

New companies section

Post room



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of
ABOGADO CUSTODIANS LIMITED

1688410

3

1. The name of the company is "Abogado Custodians 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 undertake and provide secretarial, administrative, management and consultancy services of every description and to undertake the office of and act as trustee, nominee, executor, administrator, director, secretary, manager, agent or attorney for persons, firms, companies and corporations of every description and generally to act as a management, service and trust company and to carry out all services in connection therewith as the Company shall from time to time think fit.
 - (B) To carry on any other trade or business whatsoever which can, in the opinion of the directors, be advantageously carried on by the company in connection with or is ancillary to any of the above businesses or the general business of the company.
 - (C) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the company in such manner as may be thought fit, and in particular, by mortgages upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the company, or by the creation and

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issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (D) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non exclusive rights of any kind which may appear to be necessary or convenient for any business of the company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (E) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes, foreign currency and other negotiable or transferable instruments.
- (F) To amalgamate or enter into partnership or any joint purse or profit sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this company is authorised to carry on or possessed of any property suitable for the purposes of the company.
- (G) To promote or concur in the promotion of any company the promotion of which shall be considered desirable.
- (H) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on any stock, shares and securities of any company, whether having objects similar to those of this company or not, and to give all kinds of indemnities.
- (I) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

- (J) To procure the registration or incorporation of the company in or under laws of any place outside England.
- (K) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interest of its members.
- (L) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (M) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

AND IT IS HEREBY DECLARED that the objects of the company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the company.

4. The liability of the members is limited.

5. The share capital of the company is £100 divided into 100 ordinary shares of £1 each with power to increase or divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred or other special rights, privileges or restrictions as to dividend, capital or otherwise.

WE the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuant 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.

Judith Ann Nicholson :

One

Judith Ann Nicholson
Aldwych House,
Aldwych,
London, WC2B 4JP

Solicitor

Samia Garrush

Samia Garrush
Aldwych House,
Aldwych,
London, WC2B 4JP

Paralegal

one

DATED this 25th day of November, 1982.

WITNESS to the above signatures:-

Judith Kerr

Judith Kerr
Aldwych House,
Aldwych,
London, WC2B 4JP

Secretary

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ABOGADO CUSTODIANS LIMITED

PRELIMINARY

1. The company shall be a private company within the meaning of the Companies Acts 1948 to 1981.
2. Regulations 22, 24, 28, 58, 69, 71, 75, 77, 84(2), 84(3), 84(4), 84(5), 86, 87, 88, 89, 90, 91, 92, 93, 94, 106, 107, 113, 131 and 133 of Table A in the First Schedule to the Companies Act 1948 as amended (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 subject to the modifications hereinafter expressed shall constitute the regulations of the company.

SHARES

3. The directors shall have authority to allot grant options over or otherwise dispose of any unissued shares in the initial authorised share capital of the company to such persons at such times and on such conditions as they think proper within a period of five years after the incorporation of the company subject to the provisions of these Articles. The company may by ordinary resolution at any time extend, renew or revoke this authority subject to the provisions of the Companies Act 1980.
4. Subsections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to any allotment of equity securities in the company.
5. No fee shall be payable on the issue of any share certificate or registration of any share transfer and regulations 8, 25 and 28 of Table A shall be amended accordingly.

TRANSFER OF SHARES

6. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not such share is a fully paid share.
7. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up the instrument of transfer shall in addition be signed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

TRANSMISSION OF SHARES

8. The provisions of regulation 30 of Table A shall apply to any person becoming entitled to a share in consequence of the merger or consolidation of any member being a corporation as they apply to any person becoming entitled to a share in consequence of the death or bankruptcy of a member.

PROCEEDINGS AT GENERAL MEETINGS

9. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the shown or hands a poll is demanded by the chairman or any other member present in person or proxy and entitled to vote. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in such vote.
10. In regulation 62 of Table A the words 'or by proxy' shall be inserted after the words 'every member present in person'.
11. The instrument appointing a proxy shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting or shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

12. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings may consist of one or more documents in like form signed by one or more members and regulation 73A of Table A shall be amended accordingly.

DIRECTORS

13. Unless and until otherwise determined by the company in general meeting the number of directors shall not be less than one nor more than ten and the first director or directors shall be the person or persons whose name or names appear on the statement of particulars filed with the Registrar of Companies on the company's incorporation. If at any time and from time to time there shall be only one director of the company, such director may act alone in exercising all the powers and authorities vested in the directors.
14. A director shall not be required to hold any shares in the capital of the company to qualify him for office.

BORROWING POWERS OF DIRECTORS

15. The proviso to regulation 79 of Table A shall be omitted.

POWERS AND DUTIES OF DIRECTORS

16. No director shall be disqualified by his position as director from entering into any contract or arrangement with the company and a director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested and may retain for his own absolute benefit all profits and advantages accruing to him therefrom. A director may hold any other office or place of profit under the company other than that of auditor on such terms as to remuneration and otherwise as shall be determined by the directors.

PENSION AND ALLOWANCES

17. The directors may grant retiring pensions or annuities or other allowances including allowances on death to any person or to the widow or dependents of any person in respect of services rendered by him to the company as managing director or in any other executive office or employment in the company or indirectly as an executive officer or employee of any subsidiary or associated company of the company or of its holding company (if any) or of any predecessor in business of

the company notwithstanding that he may be or may have been a director and may make payments towards insurances or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions annuities and allowances in the terms of engagement of any such persons.

RETIREMENT OF DIRECTORS

18. The office of a director shall be vacated in any of the following events namely:
- (a) if he becomes prohibited by law from acting as a director;
 - (b) if (not being a managing director holding office as such for a fixed term) he resigns by writing under his hand left at the registered office;
 - (c) if he has a receiving order made against him or compounds with his creditors generally;
 - (d) if he becomes of unsound mind;
 - (e) if he removed from his office by a resolution signed by the remaining directors;
 - (f) if he is removed in accordance with the provisions of Article 32 hereof.
19. The company may from time to time by ordinary resolution increase or reduce the number of directors.
20. The last sentence of regulations 95 and 97 of Table A shall not apply to the company.
21. The last sentence of regulation 98 of Table A shall not apply to the company.

PROCEEDINGS OF DIRECTORS

22. A resolution in writing signed or approved by letter telegram telex or cablegram by all the directors or their alternates shall be as effective as a resolution passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors or their alternates.
23. In regulation 99 of Table A the words 'In the event of there being a sole director then the quorum necessary for the transaction of business shall be one' shall be inserted after the words 'and unless so fixed shall be two.'.

24. The directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company.

MANAGING DIRECTOR

25. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and notwithstanding the terms of any agreement entered into in any particular case may revoke such appointment. The appointment as managing director shall be automatically determined if he ceases from any cause to be a director.

ALTERNATE DIRECTORS

26. Each director shall have the power to appoint a person approved by the directors to act as alternate director in his place and at his discretion to remove such alternate director and on such appointment being made the alternate director shall except as regards remuneration and the power to appoint an alternate be subject in all respects to the terms and conditions existing with reference to the other directors of the company and each alternate director while so acting shall exercise and discharge all the functions powers and duties of the directors whom he represents. Any director acting as alternate shall have an additional vote for each director for whom he acts as alternate. An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director. All appointments and removals of alternate directors shall be effected by instrument in writing delivered at the registered office of the company and signed by the appointor.

THE SEAL

27. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of two of the directors, or if there is only one director, of that director. Every instrument to which the seal shall be affixed shall be signed by a director or by some other person appointed by the

directors for the purpose and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose. The instrument may be signed or countersigned before or after the affixing of the seal.

NOTICES

28. A notice may be given by the company to any member either personally or by sending it by post, by telex or by cable to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected at the expiration of seventy two hours after the letter containing the same is posted. Where a notice is sent by telex or by cable, service of the notice shall be deemed to be effected by properly addressing and despatching a telex or cable containing the notice and to have been effected at the expiration of twenty four hours after the telex or cable containing the same is transmitted or despatched.
29. A notice may be given by the company to the persons entitled to a share in the consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address if any supplied for the purposes by the person claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
30. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member who has supplied an address to the company. Paragraph (a) of regulation 134 of Table A shall be modified accordingly.

INDEMNITY

31. Subject to the provisions of the Companies Acts 1948-1981 every director auditor secretary or other officer of the company shall be entitled to be indemnified by 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. Regulation 136 of Table A shall be extended accordingly.

OVER RIDING PROVISIONS

32. Whenever not less than 90 per cent of the ordinary shares of the company for the time being issued are held by or on behalf of one member (hereinafter called 'the majority shareholder') the following provisions shall apply and in the event of any inconsistency shall have over riding effect as against all other provisions of these Articles:

- (a) the majority shareholder may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed notwithstanding the terms of any agreement entered into in any particular case but without prejudice to any claim for damages if any in respect of the consequent termination of his office;
- (b) the directors may not issue any unissued shares without the consent of the majority shareholder;
- (c) any or all powers of the directors (other than their power to refuse to register transfers of shares to persons other than existing members) shall be restricted in such respects and to such extent as the majority shareholder may by notice to the company from time to time prescribe.

Any such appointment removal consent or notice shall be in writing served on the company and signed by the majority shareholder or if the majority shareholder is a company signed on behalf of the majority shareholder by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose and validly appointed in that regard in accordance with the laws of the country in which such company is domiciled or if the majority shareholder is a partnership signed on behalf of the majority shareholder by any two members of the partnership. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the majority shareholder has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Judith Ann Nicholson
Aldwych House,
Aldwych,
London, WC2B 4JP

Solicitor

for info.

Samia Garrush
Aldwych House,
Aldwych,
London, WC2B 4JP

Paralegal

S. Garrush

Dated the 25th day of November, 1982.

Witness to the above signatures:

Judith Kerr

Judith Kerr
Aldwych House,
Aldwych,
London, WC2B 4JP

Secretary

1

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 block lettering* delete if
inappropriate

Company number

1688410/5

Name of Company

ABOGADO CUSTODIANS

Limited*

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

Aldwych House, Aldwych, London WC2B 4JP ✓

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 belowIf 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 name, address and
reference (if any):Baker / & McKenzie
Aldwych House
Aldwych
London WC2B 4JPFor official use
General section

Postroom



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

Please do not write in this binding margin

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

Name (note 2)	MALCOLM JOHN FREDERICK PALMER	Business occupation	Solicitor
Former name(s) (note 3)		Nationality	British
Address (note 4)	Aldwych House, Aldwych, London WC2B 4JP	Date of birth (where applicable) (note 6)	N/A
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 25 November 1982	

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



Important

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

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

Name (notes 2 & 7)	JUDITH ANN NICHOLSON
Former name(s) (note 3)	
Address (notes 4 & 7)	Aldwych House, Aldwych, London WC2B 4JP
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Judith Nicholson</i> Date 25 November 1982

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 *Judith Nicholson* [Subscriber] [Agent]† Date 25 November 1982

Signature *J. Garrick* [Subscriber] [Agent]† Date 25 November 1982

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1688410

I hereby certify that

ABOGADO CUSTODIANS 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 22ND DECEMBER 1982

A handwritten signature in dark ink, appearing to be 'R. V. Jones', written over a horizontal line.

Assistant Registrar of Companies