



THE COMPANIES ACTS 1948 TO 1980

Form No. 41a

41a

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

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

Please do not write in this binding margin



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

\*delete if inappropriate

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

1699180/1

Name of company

LAURELSHIELD Limited\*

I, NIGEL LEONARD BLOOD,  
of 84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.

† 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 LAURELSHIELD 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 Temple Chambers,  
Temple Avenue,  
in the City of London.

the 23rd day of January  
One thousand nine hundred and eighty three

*[Handwritten signature]*

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

before me *[Signature]*  
A Commissioner for Oaths

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

The London Law Agency Ltd.,  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.

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General Section

Post room



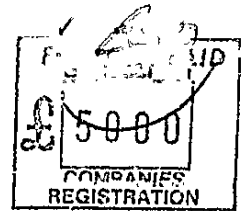
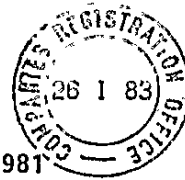
The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

THE COMPANIES ACTS 1948 TO 1981

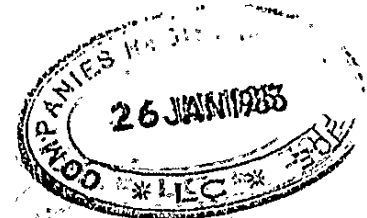


COMPANY LIMITED BY SHARES

1699180/3

MEMORANDUM OF ASSOCIATION  
OF

LAURELSHIELD LIMITED



1. The Name of the Company is " LAURELSHIELD 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 all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.

Prepared by  
THE LONDON LAW AGENCY LTD.,  
1, ABLE CHAMBERS,  
1, ABLE AGENCY  
1, ABLE AGENCY

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- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person.
- (I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

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

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) To subscribe or guarantee money for or organise or assist any national, local, 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 interests of its members.
- (U) 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, 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.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (W) To do all such things as are 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 paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph 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 shares of £1 each.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>[Signature]</i>	

One

One

Company Director.

1699180/4

THE COMPANIES ACTS 1948 TO 1981

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

LAURELSHIELD LIMITED

---

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1980 (as defined by Section 90 (2) of the Companies Act 1980) shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 11, 24, 75, 77 and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

5. The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

6. Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.



7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

#### GENERAL MEETINGS

8. Clause 54 in Part I of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

#### DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

12. 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.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

#### ALTERNATE DIRECTORS

14. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

#### TRANSFER OF SHARES

15. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

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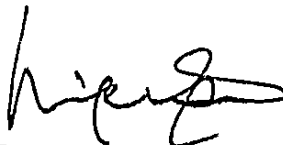
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---



ROY C. KEEN,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.



NIGEL L. BLOOD,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.

---

Dated the 1st day of January, 1983.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.



THE COMPANIES ACTS 1948 TO 1976

RM Form No. 1

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

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

1

Please do not  
write in this  
binding margin



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

\*delete if  
inappropriate

Company number

1699180/5

Name of Company

LAURELSHIELD

Limited\*

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

84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP

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

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

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

Presenter's  
reference (if any)

The London Law Agency Limited  
84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP  
Telephone: 01-353 9471  
Telex: 23553

for official use  
General section

Post room



The Law Society  
Association

**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers  
Tel: 01-353 9471 (10 lines)

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.

Name (note 2)	Roy Charles Keen	Business occupation	Company Director ✓
Former name(s) (note 3)		Nationality	English ✓
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited West's Printing Works Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 1 JAN 1983	

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 200(3) of the Companies Act 1948.

Name (notes 2 & 7)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 1 JAN 1983

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

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

Signature	[Subscriber]	Date	1 JAN 1983
Signature	[Subscriber]	Date	1 JAN 1983

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1699180

I hereby certify that

LAURELSHIELD 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 14TH FEBRUARY 1983

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

P. WALKER

Assistant Registrar of Companies

No: 1699180 / 9.

3/2 heron.t

11/4

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

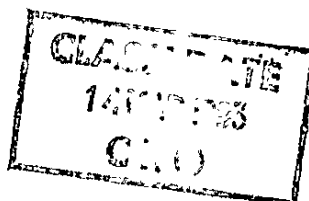
MEMORANDUM OF ASSOCIATION

OF

LAURELSHIELD LIMITED

(As altered by Special Resolution passed on the 14th day of February, 1983.)

1. The Name of the Company is " LAURELSHIELD 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 all or any of the businesses of agents for the charter sale and purchase of builders designers importers and exporters fitters furnishers and repairers of and dealers in yachts boats vessels and marine craft of all kinds and of and in yachting and marine equipment spares plant machinery tackle gear accessories and supplies of every description shipwrights ship chandlers marine storekeepers sail makers and repairers insurance agents and brokers hire purchase financiers owners and letters on hire of chalets caravans boat houses landing stages piers moorings slipways and foreshore rights motor electrical mechanical marine light and general engineers garage proprietors and proprietors of hiring repairing and other depots and petrol and other spirit supply stores and stations tourist agents hotel motel cafe and restaurant proprietors refreshment caterers and contractors shop and store keepers provision merchants tobacconists and newsagents commission agents and general agents merchants and traders.



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TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON. EC4Y 0HP

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(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

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

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.



(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, 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 interests of its members.

(U) 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, 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.

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

(W) To do all such things as are 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 paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph 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 shares of £1 each. ✓ ✓

all men herewith.

Number of Company: 1699180 / 8

THE COMPANIES ACTS 1948 TO 1981 11/4

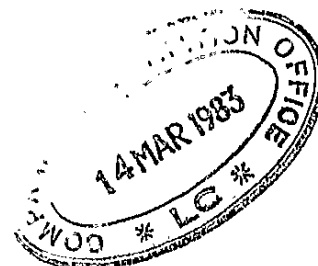
COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

OF

LAURELSHIELD LIMITED



Passed the 14th day of February, 1983.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 14th day of February, 1983, the following SPECIAL RESOLUTION was duly passed:-

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Sub-Clause (A) of Clause 3 of the said Memorandum and by substituting therefor the following new Sub-Clause:-

- (A) To carry on all or any of the businesses of agents for the charter sale and purchase of builders designers importers and exporters fitters furnishers and repairers of and dealers in yachts boats vessels and marine craft of all kinds and of and in yachting and marine equipment spares plant machinery tackle gear accessories and supplies of every description shipwrights ship chandlers marine storekeepers sail makers and repairers insurance agents and brokers hire purchase financiers owners and letters on hire of chalets caravans boat houses landing stages piers moorings slipways and foreshore rights motor electrical mechanical marine light and general engineers garage proprietors and proprietors of hiring repairing and other depots and petrol and other spirit supply stores and stations tourist agents hotel motel cafe and restaurant proprietors refreshment caterers and contractors shop and store keepers provision merchants tobacconists and newsagents commission agents and general agents merchants and traders.

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

ROY C. KEEN  
Chairman

OLNE THCK

814 v

Number of Company 1699180

10



THE COMPANIES ACTS 1948 to 1976

\_\_\_\_\_  
COMPANY LIMITED BY SHARES

\_\_\_\_\_  
(Copy)

SPECIAL RESOLUTION

OF

LAURELSHIELD LIMITED

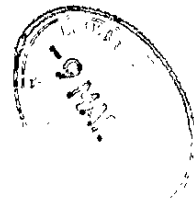
\_\_\_\_\_  
Passed the 3rd day of March, 1983



At an EXTRAORDINARY GENERAL MEETING of the above-named Company  
duly convened, and held on the 3rd day of March, 1983 the  
following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be altered to

CYGNUS INSTRUMENTS LIMITED



Prohm  
CHAIRMAN

hld  
090630  
140

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1699180 / 11

I hereby certify that

LAURELSHIELD LIMITED

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

CYGNUS INSTRUMENTS LIMITED

Given under my hand at Cardiff the 30TH MARCH 1983

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

P. WALKER

Assistant Registrar of Companies

Number of Company 1699180 114

THE COMPANIES ACTS, 1948 to 1981

---

COMPANY LIMITED BY SHARES

(copy)

ORDINARY RESOLUTION

of

CYGNUS INSTRUMENTS LIMITED

---

Passed the 1st day of November 1983

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 1st November, 1983 the following ORDINARY RESOLUTION was duly passed:-

That the Share Capital of the Company be increased from £100 to £2,400 by the creation of 2,300 new shares of £1 each ranking in all respects pari passu with the existing shares of £1 each in the Capital of the Company.

*M. J. M.*

Director



**Notice of increase in nominal capital**

Pursuant to section 63 of the Companies Act 1948

**10**Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

113

1699180

\*delete if  
inappropriate

Name of company

CYGNUS INSTRUMENTS

Limited\*

† delete as  
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by  
~~STET.~~ ~~[ordinary]~~ ~~[extraordinary]~~ ~~[special]~~ † resolution of the company dated 1st November '83  
the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 2,300 beyond the registered capital of £ 100

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

Number of shares	Class of share	Nominal amount of each share
2300	ORDINARY	£1

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

† delete as  
appropriatePlease tick here if  
continued overleaf ☐

Signed

*[Signature]*

[Director][Secretary]† Date

27.2.84

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

HICKS, ANDERSON & CO.,  
Chartered Accountants,  
17 LITTLE STREET,  
Oxford,  
BUCKS. MK46 4EB

Bedford [0234] 711371

For official use  
General Section

Post room

**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers  
Tel: 01-353 9471 (10 lines)

10

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not  
write in this  
binding margin

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

\*delete if  
inappropriate

† delete as  
appropriate

**Note**

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies within  
15 days after the  
passing of the  
resolution.

To the Registrar of Companies

For official use

Company number

116

1699180.

Name of company

CYGNUS INSTRUMENTS Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by  
[ordinary][extraordinary][special]† resolution of the company dated 15<sup>th</sup> JUNE 1985  
the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 47,600 beyond the registered capital of £ 2400.

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows :

Number of shares	Class of share	Nominal amount of each share
47600.	ordinary	£1.

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

Please tick here if  
continued overleaf ☐

† delete as  
appropriate

Signed

*Muder*

[Director][Secretary]† Date

10. 6. 1985

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

HICKS ANDERSON & CO  
17 HIGH STREET  
DUNDEE  
DUNDEE.

For official use  
General Section

Post room



The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers  
Tel: 01-353 9471 (10 lines)



117. 018  
COMPANY NUMBER 1699180

THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CYGNUS INSTRUMENTS LIMITED

PASSED THE 1ST DAY OF JUNE 1985

AT AN EXTRA ORDINARY GENERAL MEETING OF THE  
ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT

Crockway House, Frampton,  
Dorchester, Dorset.

ON THE 1ST DAY OF JUNE, 1985 THE  
FOLLOWING RESOLUTION WAS DULY PASSED:-

That the Share Capital be increased to 50,000  
Ordinary Shares of £1 each

SIGNED

*M. J. J.*

DATED

*9 July 1985*



COMPANY NUMBER 1699180

119.

THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CYGNUS INSTRUMENTS LIMITED

PASSED THE 10TH DAY OF AUGUST 1985

AT AN EXTRA ORDINARY GENERAL MEETING OF THE  
ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT

Grockway House, Frampton,  
Dorchester, Dorset.

ON THE 10TH DAY OF AUGUST 1985 THE  
FOLLOWING RESOLUTION WAS DULY PASSED:-

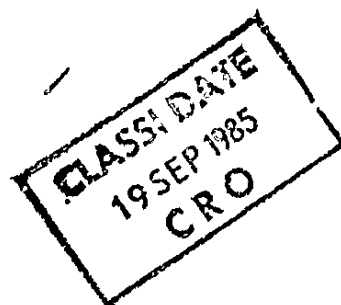
That the Share Capital be increased to 80,000  
Ordinary Shares of £1 each

SIGNED

*Mudhu*

DATED

10.8.1985



## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\*delete if  
inappropriate† delete as  
appropriate**Note**This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies within  
15 days after the  
passing of the  
resolution.

To the Registrar of Companies

For official use

Company number

20

1699180

Name of company

CYGNUS INSTRUMENTS

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by  
[ordinary][extraordinary][special]† resolution of the company dated 10.8.1985  
the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 30,000 beyond the registered capital of £ 50,000

A printed copy of the resolution authorising the increase is forwarded herewith. /

The additional capital is divided as follows :

Number of shares	Class of share	Nominal amount of each share
30,000	ORDINARY	£1

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

Please tick here if  
continued overleaf ☐† delete as  
appropriate

Signed

*[Signature]*

[Director][Secretary]† Date

10.8.1985

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

HICKS, ANDERSON & CO.,  
Chartered Accountants,  
17 HIGH STREET,  
OLNEY,  
BUCKS. MK46 4EB  
Bedford [0234] 711371

For official use  
General Section

Post room

**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers & Publishers  
Tel: 01-353 9471 (10 lines)

## THE COMPANIES ACTS 1948 TO 1981

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

20

1652125

Name of Company

T.P. MACHINERY (N.K.)

Limited\*

\*delete if  
inappropriate†delete as  
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary]-[special]† resolution of the company dated 12 TH JULY 1985

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 49,900 beyond the registered capital of £ 100

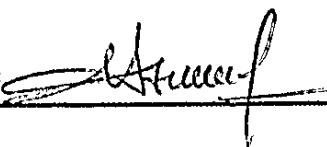
## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
49,900	ORDINARY	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:TO RANK PARI PASSO WITH THE  
EXISTING ORDINARY SHAREPlease tick here if  
continued overleaf
☐
†delete as  
appropriate

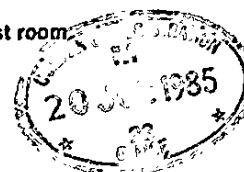
Signed



[Director] [Secretary]† Date 12 TH JULY 1985

Presenter's name, address and  
reference (if any):For official use  
General section

Post room



COMPANY NUMBER 1699180

21 -

W/F F 10 2/10/85

THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CYGNUS INSTRUMENTS LIMITED

PASSED THE 23 DAY OF Sept 1985

AT AN EXTRA ORDINARY GENERAL MEETING OF THE  
ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT

Crockway House, Frampton,  
Dorchester, Dorset.

ON THE 23<sup>rd</sup> DAY OF September 1985 THE  
FOLLOWING RESOLUTION WAS DULY PASSED:

That the authorised Share Capital be increased to  
250,000 Ordinary Shares of £1 each

SIGNED.....*Moder*.....



SPECIAL RESOLUTION

OF

CYGNUS INSTRUMENTS LIMITED

COMPANY NUMBER 1699180 / 22

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at Crockway House, Frampton, Dorchester, Dorset on the day of *22nd September* 1985, the following Special Resolution was passed.

That the Articles of Association of the Company be altered by the insertion of the following articles after article 7.

Article 7 (a) - The Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the company or shareholder.

Article 7 (b) - The Company may purchase its own shares (including any redeemable shares).



SIGNED.....*[Signature]*

CHAIRMAN



COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

Res Doc 21

**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

[ 1 2 3 ]

1699180

Name of company

\* CYGNUS INSTRUMENTS

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 23.9.1985 the nominal capital of the company has been  
increased by £ 17,000 beyond the registered capital of £ 80,000.

§ 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

*M. J. D. M.*

[Director][Secretary]† Date

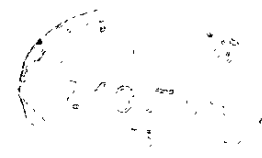
11 Oct. 1985

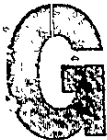
Presenter's name address and  
reference (if any):

**BRUCE, ROBERTSON & CO.,**  
Chartered Accountants,  
17 HIGH STREET,  
OLNEY,  
BUCKS. MK46 4EB  
Bedford [0234] 711371

For official Use  
General Section

Post room





## 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 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1699180

Name of company

\* CYGNUS INSTRUMENTS LTD.

\* 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

Day Month

3	1	1	2
---	---	---	---

**Note**  
Please read notes 1 to 4 overleaf before completing this form

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
---	---	---	---	---	---	---	---

† delete as 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 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 \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

Signed

Designation: Managing Director Date 21 SEP 87

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

For official Use  
General Section

Post room

