

THE COMPANIES ACTS 1948 TO 1980

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

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

41a

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block
lettering*Insert full
name of companyPlease 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

For official use

Company number

☐1755958

Name of company

DECROMEX LIMITED

I, DANIEL JOHN DWYER

of 50 LINCOLN'S INN FIELDS
LONDON, WC2A 3PFdo solemnly and sincerely declare that I am a person named as Director of the
Company in the Statement delivered under Section 21 of the
Companies Act 1976

DECROMEX 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 1835Declared at 14 Old Square
Lincoln's Inn
London WC2

Signature of Declarant

the 19th day of August

One thousand nine hundred and Eighty Three

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace,
or Solicitor having the powers conferred on a Commissioner for OathsPresenter's name, address and
reference (if any): DJD/D
D & D LAW AGENCY
SERVICES LIMITED
50 Lincoln's Inn
Fields, London
WC2A 3PF

For official use

New companies section

Post room

1755958 3

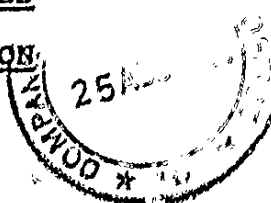
THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

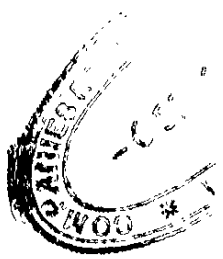
DECROMEX LIMITED



1. The name of the Company is "DECROMEX 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.

D & D LAW AGENCY SERVICES LTD
50, LINCOLNS INN FIELDS
LONDON WC2A 3PF
TEL. 91-405 1032/7215



- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities,

moneys or shares or the performance of contracts or engagements of any other company or person; and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.

- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or

the dependents or connections of such persons and to grant pensions and allowances to any such person.

- (g) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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

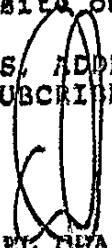
4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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


DANIEL CHARLES DWYER
50 Lincoln's Inn Fields
London
WC2A 3PP

LAW AGENT

ONE


DANIEL JOHN DWYER
50 Lincoln's Inn Fields
London
WC2A 3PP

LAW AGENT

ONE

DATED the 1st day of August 1983
WITNESS to the above Signatures:-

CAROLINE GADSBY
50 Lincoln's Inn Fields
London
WC2A 3PP

SECRETARY 

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

DECROMEX LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part I of Table "A" in the First Schedule to the Companies Act 1948 (as amended by The Companies Act 1980) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet:- 22, 24, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

PRIVATE COMPANY

3. The Company is a private Company within the meaning of the Companies Act 1980.

SHARES

4. (a) Save as hereinafter expressly authorised the Directors shall allot relevant securities (as defined in the Companies Act 1980) as authorised from time to time by the Company in general meeting in accordance with the provisions of Section 14 of the Companies Act 1980.

(b) During the period of five years commencing with the date of incorporation the Directors shall have authority to allot or otherwise dispose of any shares of the Company up to the total amount which shall remain unissued to such persons and for such consideration and upon such terms and conditions as they may determine.

5. Section 17 of the Companies Act 1980 shall not apply to this Company.

D & D LAW AGENCY SERVICES LTD

60, LINCOLNS INN FIELDS

LONDON WC2A 3LT

TEL. 01-405 1062/7215

6. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

7. Section 45 of The Companies Act 1981 shall apply to this company and the company may therefore issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder.

8. Sections 46 and 54 of the Companies Act 1981 shall apply to this Company.

TRANSFER OF SHARES

9. 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.

10. Clause 9 of these Articles shall not apply to any transfer to a person who is already a member of the Company.

11. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares the transferor may subject to Clause 9 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

12. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

14. Subject to the provisions of the Companies Act 1948 to 1980 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

SECRETARY

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

DIRECTORS

16. The number of Directors shall not be less than one nor more than seven. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 21 of the Companies Act 1976.

17. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

18. Subject to the provisions of Section 199 of the Companies Act 1948 and Sections 47 to 60 (inclusive) of

the Companies Act 1980 in so far as the said provisions relate to a Private Limited Company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

19. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to Section 14 of the Companies Act 1980 to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR

20. Any Director being absent may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be in like manner removed by the person who appointed him.

INDEMNITY

21. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director officer or official of the Company shall be indemnified out of the funds of the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



DANIEL CHARLES DWYER
50 Lincoln's Inn Fields
London
WC2A 3PP

LAW AGENT

DANIEL JOHN DWYER
50 Lincoln's Inn Fields
London
WC2A 3PP

LAW AGENT

DATED the 1st day of August 1983
WITNESS to the above Signatures:-

CAROLINE GADSBY
50 Lincoln's Inn Fields,
London
WC2A 3PP

SECRETARY



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 black lettering

Company number

1755958

S

Name of Company

DECROMEX

Limited*

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

50 LINCOLN'S INN FIELDS

LONDON

WC2A 3PF

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

D & D LAW AGENCY SERVICES LIMITED

50 LINCOLN'S INN FIELDS

LONDON WC2A 3PF

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

Presentor's
reference (if any):

D & D LAW AGENCY
SERVICES LIMITED
50 LINCOLN'S INN FIELDS
LONDON
WC2A 3PF

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 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)	DANIEL CHARLES DWYER	Business occupation	LAW AGENT
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	50 LINCOLN'S INN FIELDS LONDON WC2A 3PF	Date of birth (where applicable) (note 6)	N/A
Particulars of other directorships (note 5)	D & D LAW AGENCY SERVICES LIMITED W. KYBERT & SON LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	Date 19.8.83.		

Name (note 2)	DANIEL JOHN DWYER	Business occupation	LAW AGENT
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	50 LINCOLN'S INN FIELDS LONDON WC2A 3PF	Date of birth (where applicable) (note 6)	N/A
Particulars of other directorships (note 5)	D & D LAW AGENCY SERVICES LIMITED W. KYBERT & SON LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	Date 19.8.83.		

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)	DANIEL CHARLES DWYER
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	50 LINCOLN'S INN FIELDS LONDON WC2A 3PF
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 19.8.83.

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

Signature [Subscriber] [Agent] Date 19.8.83.

Signature [Subscriber] [Agent] Date 19.8.83.

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1755958

I hereby certify that

DECROMEX 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 the Companies Registration Office,

Cardiff the

26TH SEPTEMBER 1983

A handwritten signature in dark ink, appearing to read 'D. C. H. Busher'.

D. C. H. BUSHER

an authorised officer