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## THE COMPANIES ACTS 1948 TO 1981

## 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 margin



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

\*Insert full name of company

For official use

Company number

 1856249/1

Name of company

 MBS THIRTY LIMITED
I, Peter James Singerof 12 Buckingham StreetLondon WC2N 6DF

\*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 formationof MBS THIRTY LIMITED

and that all the requirements of the Companies Acts 1948 to 1981 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 12 Buckingham Street  
London WC2N 6DF

Signature of Declarant

the 24<sup>th</sup> day of SeptemberOne thousand nine hundred and eighty fourbefore me K. H. . [Signature]

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

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

Mawby Barrie & Scott,  
12 Buckingham Street  
London  
WC2N 6DF

(4/SMM)

For official use  
New companies section

Post room



COMPANY LIMITED BY SHARES

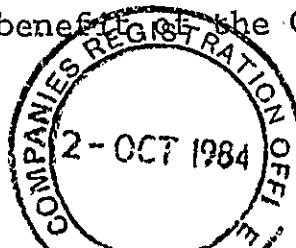
MEMORANDUM OF ASSOCIATION

of

1856249/3  
on

MBS THIRTY LIMITED

- 32  
41054
1. The name of the Company is "MBS THIRTY LIMITED".
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company is established are:
    - (1) To acquire any shares, stocks, debentures, debenture stock, annuities, bonds, obligations and securities by original subscription (whether conditionally or otherwise), tender, purchase, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up and to make payments thereon as called up or in advance of calls or otherwise and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and otherwise invest and deal with the moneys of the Company.
    - (2) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.



- (3) To acquire by any means any real or personal property or rights whatsoever, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (4) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (5) To make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (6) To acquire and undertake the whole or any part of the business, property and liabilities of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on, or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.
- (7) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.

- (8) To acquire and hold shares, debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company.
- (9) To lend money or give credit to such companies or persons on such terms as may seem expedient.
- (10) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other company or person of any obligation or liability.
- (11) To guarantee the performance of any obligation by any company or person whatsoever and to give such indemnities as may seem expedient.
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (13) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefits of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or

associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid.

- (14) To establish and subsidise or subscribe money 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 or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful object.
- (15) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.
- (16) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and

commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

- (17) To enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit.
- (18) To establish or promote, or join in the establishment or promotion of, any other company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company.
- (19) To amalgamate with any other company.
- (20) To dispose by any means of the whole or any part of the undertaking or property of the Company.
- (21) To distribute any of the Company's property among the members in specie.
- (22) To cause the Company to be registered or recognised in any part of the world.
- (23) To do all or any of the above things in any part of the world, and either as principal, agent, trustee,

contractor or otherwise, and either along or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.

- (24) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

AND it is hereby declared that:-

- (A) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere; and
- (B) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of 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. /

WE, the several persons whose names and addresses 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
<i>Peter James Singer</i> PETER JAMES SINGER 12 BUCKINGHAM STREET LONDON WC2  SOLICITOR <i>Solicitor</i>	<i>One</i> ONE
<i>Adrian Joseph Mezzetti</i> ADRIAN JOSEPH MEZZETTI 12 BUCKINGHAM STREET LONDON WC2  SOLICITOR <i>Solicitor</i>	<i>One</i> ONE

Dated this 24th day of September 1984

Witness to the above signatures:-

*Lesley Ann Insuli*  
Lesley Ann Insuli  
12 Buckingham Street  
LONDON WC2

*Secretary*  
Secretary



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

ARTICLES OF ASSOCIATION  
of  
MBS THIRTY LIMITED  
\_\_\_\_\_

1856249/4

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by section 90(2) of the Companies Act 1980) shall apply to the Company.
2. Regulations 11, 24, 75, 77 and 89 to 97 (inclusive) of Table A shall not apply to the Company.

SHARES

3. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.



4. (i) The Directors may subject to Article 6 hereof 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 conditions as the Directors think proper.

(ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due compliance with Article 5 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of the said authority which will expire on that date which is the fifth anniversary of the incorporation of the Company unless renewed, varied or revoked by the Company in general meeting.

(iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

5. (i) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 4 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these

Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

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

#### LIEN

6. 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 or 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 (if any) on a share shall extend to all dividends payable thereon.

#### TRANSFER OF SHARES

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

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

9. Regulation 53 in Part I of Table A shall apply as though the word "two" was substituted for the word "three".

#### DIRECTORS

10. Unless otherwise determined by the Company by ordinary resolution the number of Directors shall not be less than two.

11. A Director may from time to time by writing under his hand deposited at the registered office of the Company appoint any other person to be his alternate and remove any alternate so appointed from office, but the appointment of any person not being a Director shall not be operative unless and until approved by the Directors. Every alternate shall be entitled to attend and vote as a Director at any meeting of the Directors at which the Director appointing him is not personally present and generally to act in his place at all such meetings and in all proceedings in which and on all occasions on which the Director appointing him shall not personally act and, if he is also a Director, shall be entitled in the absence of the Director appointing him to a separate vote on behalf of that Director in addition to his own vote. Every alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him and shall, except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors. If a Director shall cease to hold the office of Director, the appointment of his alternate shall thereupon cease.

12. A Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

13. The proviso to regulation 79 in Part I of Table A shall not apply to the Company.

14. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract matter or arrangement which he shall make with the Company or in which he shall be in any way interested and paragraphs (2) and (4) of regulation 84 in Part I of Table A shall not apply to the Company.

15. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

16. The Company may at any time and from time to time by ordinary resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director and, without prejudice to the provisions of the Act, and at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim which that Director may have for breach of any contract of service between him and the Company.

17. Regulation 87 in Part I of Table A shall apply as though the words "who has held any other salaried office or place of profit with the Company" were omitted therefrom.

18. Regulation 88 in Part I of Table A shall apply as though the words "and they pass a resolution that he has by reason of such absence vacated office" were added at the end of paragraph (f).

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*Peter James Singer*  
PETER JAMES SINGER  
12 BUCKINGHAM STREET  
LONDON  
WC2N 6DF

SOLICITOR

*Solicitor*

*Adrian Joseph Mezzetti*  
ADRIAN JOSEPH MEZZETTI  
12 BUCKINGHAM STREET  
LONDON  
WC2N 6DF

SOLICITOR

*Solicitor*

Dated this 24th day of September 1984

WITNESS to the above signatures:-

*Lesley Ann Insuli*  
Lesley Ann Insuli  
12 BUCKINGHAM STREET  
LONDON  
WC2N 6DF  
*Secretary*  
SECRETARY

## THE COMPANIES ACTS 1948 TO 1981

**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,  
bold block lettering\* delete if  
inappropriate

To the Registrar of Companies

For official use

1856249/5

Name of Company

MBS THIRTY	Limited*

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

c/o Mawby Barrie & Scott
12 Buckingham Street
London WC2N 6DF

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
---

Mawby Barrie & Scott
12 Buckingham Street
London WC2N 6DF

Number of continuation sheets attached (see note 1)

--

Presentor's name, address and  
reference (if any):Mawby Barrie & Scott  
12 Buckingham Street  
London  
WC2N 6DF

(4/SMM)

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(note 2) are as follows:

Name (note 3)	Peter James Singer	Business occupation	Solicitor
Previous name(s) (note 3)		Nationality	British
Address (note 4)	12 Buckingham Street	Date of birth (where applicable) (note 6)	
	London		
	WC2N 6DF		
Other directorships †			
Richard Wolf UK Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 24.9.1984	

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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	Adrian Joseph Mezzetti	Business occupation	Solicitor
Previous name(s) (note 3)		Nationality	British
Address (note 4)	12 Buckingham Street	Date of birth (where applicable) (note 6)	
	London WC2N 6DF		
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date 24.9.1984	

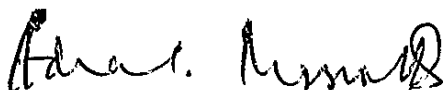
Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	



Please do not  
write in this  
binding margin

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

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

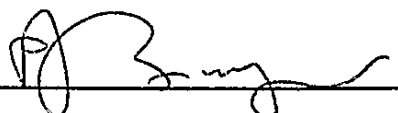
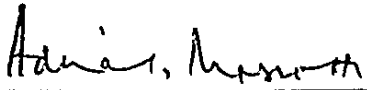
Name (notes 3 & 7)	Adrian Joseph Mezzetti
Previous name(s) (note 3)	
Address (notes 4 & 7)	12 Buckingham Street
	London WC2N 6DF
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 24.9.1984

Name (notes 3 & 7)	
Previous 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		[Subscriber] <del>Agent</del>	Date 24.9.1984
Signature		[Subscriber] <del>Agent</del>	Date 24.9.1984

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1856249

I hereby certify that

MBS THIRTY 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

16TH OCTOBER 1984

*D. G. Blackstock*

D. G. BLACKSTOCK  
an authorised officer