

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

41a

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

For official use

Company number

1111

1859632

Name of Company

STRATFORD-UPON-AVON BUTTERFLY FARM LIMITED

I, JOSEPH ANTHONY FENTON HAMMOND

of 1/3 LEONARD STREET, LONDON EC2A 4AQ

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

of STRATFORD-UPON-AVON BUTTERFLY FARM 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 11 BRONDESBURY COURT
WILLESDEN LANE, LONDON NW2 5RR

Signature of Declarant

the 1st day of October

One thousand nine hundred and eighty-four

before me Hillard Pasha

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

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

CAPITAL COMPANY SERVICES LIMITED
1/3 LEONARD STREET
LONDON E.C.2A 4AQ

For official use

New companies section

Post room

The Companies Acts 1948-1983^{15.10.84}

Company Limited by Shares

MEMORANDUM OF ASSOCIATION
OF

STRATFORD-UPON-AVON BUTTERFLY FARM LIMITED



1. The name of the Company is Stratford-upon-Avon Butterfly Farm 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 manage and operate and carry on business as proprietors of butterfly farms and similar establishments; to operate conservation areas and places of amusement and public interest and leisure generally and to carry on business within and without the United Kingdom as manufacturers, wholesalers, factors, retailers, distributors, agents and importers and exporters of goods, materials and finished products of any and every description; to purchase, take on lease, rent or in exchange or otherwise acquire any assets or property of any and every description as may be necessary for the purposes of carrying on the aforesaid businesses; to deal generally in raw materials and consumables of every description; to carry on business as financiers industrial bankers and to loan and advance money to persons, firms or Companies having dealings with the Company; to provide such services as may be required by persons having dealings with the Company of any description and to carry on any other trade or business whatsoever which can in the opinion of the Company be conveniently or advantageously carried on in connection with or by way of extension of any such business or trade or is calculated indirectly or directly to develop any branch of the business or activities of the Company to increase the value of or turn to account any of the Company's, right, property or assets.

PLEASE FORWARD CERTIFICATE OF INCORPORATION
VIA COMPANIES HOUSE FOR COLLECTION
BY CAPITAL COMPANY SERVICES.



B. To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

C. To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.

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

E. To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so acquired.

F. To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.

G. To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any Company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.

H. To promote by way of advertising the products and services of the Company in any manner and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.

I. To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stock, debentures or other obligations or securities of any description.

J. To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, dividends, shares or moneys or the performance of engagements or contracts of any other Company or person and in particular (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

K. To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.

L. To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.

M. To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.

N. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

O. To promote or establish or concur in promoting or establishing any other company whose objects shall include the taking over of or the acquisition of all or any of the assets or 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 hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such company.

P. To deal with and invest the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

Q. To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company 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 stock, shares or securities so acquired.

R. To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.

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

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

U. To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests generally.

V. To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations, societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.

W. To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependents of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons or their dependents as aforesaid.

X. To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, 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.

Y. To do all or any of the above things in any part of the world, either alone as principals, or as agents, trustees, sub-contractors or otherwise.

Z. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.


It is hereby declared that the objects of the Company as specified in each of the foregoing sub-clauses of this Clause shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same occur. The widest interpretation shall be given to the objects contained in each sub-clause of this Clause and shall not be restrictively construed and the objects contained therein shall not save where the context expressly so requires be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clauses or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects specified in any other sub-clause.

4. The liability of the members is limited.
5. The share capital of the Company is One Thousand Pounds divided into One Thousand shares of One Pound each.

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

NAMES, ADDRESSES and DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares taken
by each Subscriber


JOSEPH ANTHONY HAMMOND
1/3 Leonard Street,
City Road,
LONDON EC2A 4AQ

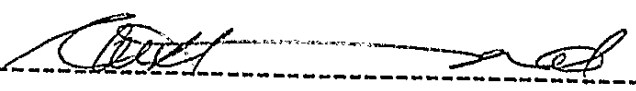
ONE

Chartered Secretary

CATHERINE MARY HAMMOND
1/3 Leonard Street,
City Road,
LONDON EC2A 4AQ

ONE

Company Registrar


Dated this 1st day of October 1984

WITNESS to the above signatures

MICHAEL NORMAN CLAFF
1/3 Leonard Street,
City Road,
LONDON EC2A 4AQ

Chartered Secretary

The Companies Acts 1948-1983

Company Limited by Shares

ARTICLES OF ASSOCIATION
OF
STRATFORD-UPON-AVON BUTTERFLY FARM
LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1980 (hereinafter referred to as "the Acts") and subject as hereinafter provided the regulations contained or incorporated in Table A in the First Schedule to the Companies Act, 1948 as amended by the Acts (hereinafter referred to as Table A), shall apply to the Company. Reference to any provision of the Acts shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.
2. Regulations 22, 24, 71, 75, 84(2), 84(4), 88, 89, 90, 91, 92, 99, 107 and 108 of Table A, shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. Section 17 of the Companies Act, 1980 shall apply to the Company in its entirety. Any Shares not accepted pursuant to the procedure set out in Section 17 aforesaid shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit; provided that in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.
4. Subject to Article 3 hereof, the Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

LIEN

5. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

SHARE TRANSFERS

6. The Directors may in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
7. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts.
10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.

11. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he is representing.
12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
13. The office of a Director shall be vacated:
 - a. if by notice in writing delivered to the Company at its registered office or tendered at a meeting of the Directors he resigned the office of Director; or
 - b. if he becomes bankrupt or enters into any arrangement with his creditors; or
 - c. if he becomes of unsound mind; or
 - d. if he is prohibited from being a Director by reason of any order made under the Acts; or
 - e. if he is removed from office by a resolution duly passed in accordance with the Acts.

BORROWING POWERS OF DIRECTORS

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

MANAGING DIRECTORS AND MANAGERS

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

damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

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

PROCEEDINGS OF DIRECTORS

17. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in office, be two.

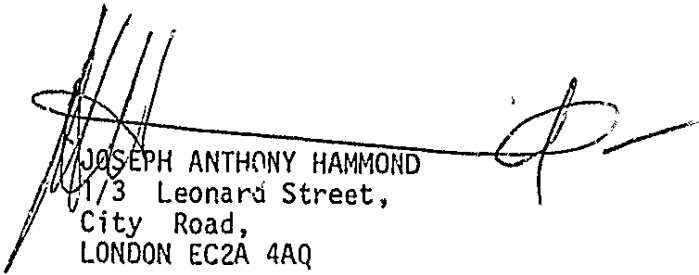
SECRETARY

18. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

INDEMNITY

19. Subject to the provisions of the Acts, and in addition to such indemnity as is contained in regulation 136 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


JOSEPH ANTHONY HAMMOND
1/3 Leonard Street,
City Road,
LONDON EC2A 4AQ

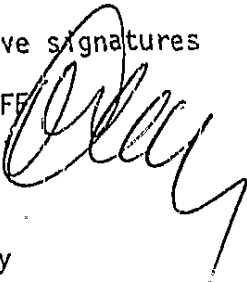
Chartered Secretary

CATHERINE MARY HAMMOND
1/3 Leonard Street,
City Road,
LONDON EC2A 4AQ

Company Registrar

Dated this 1st day of October 1984

WITNESS to the above signatures


MICHAEL NORMAN CLAFF
1/3 Leonard Street,
City Road,
LONDON EC2A 4AQ

Chartered 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 margin

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

delete if
inappropriate

To the Registrar of Companies

For official use

1859632 / 5

Name of Company

STRATFORD - UPON - AVON BUTTERFLY FARM
Limited*

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

18, QUEEN ANNE STREET,
LONDON
W.1

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

CAPITAL COMPANY SERVICES LIMITED
1/3 LEONARD STREET, CITY ROAD,
LONDON EC2A 4AQ

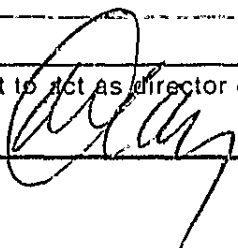
Number of continuation sheets attached (see note 1)

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

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

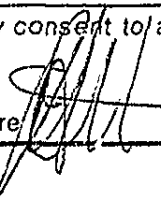
Name (note 3) MICHAEL NORMAN CLAFF	Business occupation CHARTERED ACCOUNTANT
Previous name(s) (note 3)	Nationality BRITISH
Address (note 4) 1/3 LEONARD STREET CITY ROAD, LONDON, EC2A 4AQ	Date of birth (where applicable) (note 6)
Other directorships † CAPITAL COMPANY SERVICES LIMITED	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 1 OCT 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.

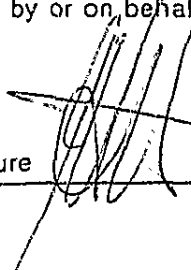

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

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 3 & 7) JOSEPH ANTHONY FENTON HAMMOND
Previous name(s) (note 3)
Address (notes 4 & 7) 1/3 LEONARD STREET, CITY ROAD, LONDON EC2A 4AQ
I hereby consent to act as secretary of the company named on page 1
Signature 
Date 1 OCT 1984

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.

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

Signature 	[Subscriber] [Agent]†	Date 1 OCT 1984
Signature 	[Subscriber] [Agent]†	Date 1 OCT 1984

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

† delete as appropriate

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1859632

I hereby certify that

STRATFORD-UPON-AVON BUTTERFLY FARM 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

30TH OCTOBER 1984

A handwritten signature in dark ink, appearing to read 'E. J. Jones'.

MRS. E. J. JONES

an authorised officer