



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

41a

Please do not write in this binding margin



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

For official use

Company number

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

1364955

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

Name of Company

TEMPLEFORD LIMITED

*Insert full name of Company

I, Israel Cohen

41 Wadeson street,
London E2.

†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 in the statement delivered under Section 21 of the Companies Act 1976 as a Director

TEMPLEFORD LIMITED

of

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 450 Hackney Road,
London E2

Signature of Declarant

the 2nd day of November

One thousand nine hundred and four

before me [Signature]
A Commissioner for Oaths of 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):

For official use

New companies section

Post room



PARAMOUNT COMPANY
FORMATIONS LIMITED
41 WADESON ST.

Statement on formation of a company to be incorporated with limited liability under the Companies Act 1948

Pursuant to Part V of the Finance Act 1973

For official use Company number

[] [] []

[364955] [2]

Please do not write in the space below. For Inland Revenue use only

Please do not write in this binding margin

Name of company

TEMPLEEORD

Limited

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

delete if inappropriate

Distinguish between ordinary, preference, etc.

A Nominal Capital	£	1,000
Description of shares†		Ordinary
B Nominal value of each share	£	1
C Number of shares taken on incorporation		2
D Total amount payable on each (including premium if any)	£	1
E Amount paid or due and payable on each	£	Nil.
F Total amount paid or due and payable in respect of C	£	Nil.
G Capital duty payable on F at £1 per £100 or part of £100	£	Nil.

Notes

This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form.

☐

Please tick box if attached

I hereby certify that the above particulars are correct in all respects

Signed [Signature] [Director] [Secretary]† Date 1-1-1984

delete as appropriate

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

PARAMOUNT COMPANY FORMATIONS LTD.
41 WADESON STREET
LONDON E2 9DP
VAT REG. No. 364 3243 58

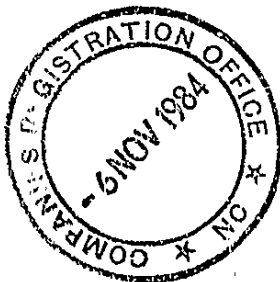
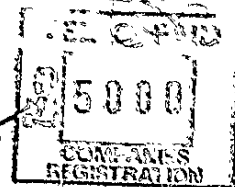
For official use
Capital section

Post room



5.11.84

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

TEMPLEFORD

LIMITED

1364955/3

1. The name of the Company is "TEMPLEFORD LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-

(A) (1)

To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.

(2)

To carry on all or any of the following businesses : proprietors of shops, warehouses, workshops, garages, offices and factories of all kinds, hotels, cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, and to buy, develop, lease and deal generally in land whether freehold or leasehold, holiday camps and chalets, financial agents, and brokers, accountants, investment agents, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, welders, computer programmers, operators, analysts, designers and software writers and suppliers, film, video and record producers and publishers, printers, stationers, theatrical agents, booking agents, chemists, grocers, clothiers, garment manufacturers, textile suppliers, jewellers and dealers in precious gems and stones and metals of all kinds, greengrocers, tobacconists, newsagents, confectioners, funeral directors, undertakers, bookmakers, caterers, consultants, haulage contractors, shippers and freight forwarders, estate agents, hairdressers, photographers, security contractors, insulation contractors, detective agents, car hirers and to act as dealers generally in electrical and electronic goods and services and to supply travel services and to act as travel agents, and suppliers of transport services and facilities of all kinds including sporting facilities and grounds and goods, and to supply double glazing insulation and security systems and services of all kinds and to supply goods and services of all kinds by mail order and to supply telecommunication goods, services and to run nightclubs, repair and manufacture aircraft, supply agricultural services and expertise, and to undertake cleaning services of all kinds.

PARAMOUNT COMPANY
FORMATIONS LIMITED
41 WADESON ST.
LONDON E2 9DP



40 poalim
075479

(3)

£2,500

P/50

To undertake and execute agency or commission work and to act generally as agents, factors and brokers for the sale and purchase of goods and the provision of services and travel.

- (B) To carry on any other trade or business which can, in the opinion of the Directors of the Company, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses of the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate, or interest in land, buildings, rights, privileges, easements, lands, licences, machinery, plant, processes of all kinds, stock in trade, and any real or personal property of any kind, necessary, convenient or useful or advantageous to the general business of the Company.
- (D) To borrow or raise or secure payment of money for the purpose or in connection with the business of the Company and for the purpose of raising money for the Company to become a member of any building society.
- (E) To construct, enlarge, alter and erect and maintain roads, railways, sidings, bridges, reservoirs, shops, stores, buildings, factories, works, plant and machinery used in connection with the business of the Company and to enable any of the above to be effected by any third party.
- (F) To mortgage and charge the undertaking, and all or any of the real or personal property and other assets, whether present or future, and all or any of the uncalled capital of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures and debenture stock, either permanent or redeemable or repayable and collaterally or to secure any securities of the Company by any trust deed or other assurance of any kind.
- (G) 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.
- (H) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and all other negotiable instruments of all kinds.
- (I) To make advances to customers and others with or without security, as the Company sees fit, and to guarantee the liabilities, obligations and contracts of customers and others and the dividends, interest and capital of the stocks, shares or securities of any Company in which this Company is a member or otherwise interested.
- (J) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in the business or the dependents of such persons and to establish, support or aid in the establishment and support of any schools or other educational, scientific, literary, religious or charitable institutions or societies, whether they are connected with the business of the Company or its predecessors or not and to establish and maintain any club or benefit fund or profit sharing scheme for the interests or advancement or education of the Company or its officers or other persons employed whether past or present by the Company.

- (K) To pay for any property or rights of any kind acquired by the Company or by its agents on its behalf either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayments of capital, voting rights or otherwise, or by any securities which the Company has power to issue, or partly in one method and partly in another, and generally on such terms as the Company may approve.
- (L) To invest and deal with all moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and such manner as may be determined at any time by the Company.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, whether in cash, by instalments or other methods, or in fully or partly paid up shares or stock of any Company or Corporation, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or in debenture stock, mortgages, debentures, mortgage debentures or other securities of any Company or Corporation, or partly in one method and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any stocks, shares or securities so acquired.
- (N) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or Company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (O) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any Company, firm or person 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 directly or indirectly benefit the Company, and to acquire and hold, deal, sell or dispose of any stocks, shares or securities of or other interests in any such Company and to guarantee the contracts or liabilities of, or subsidise or assist in any other manner any such Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, 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 of the Company and for such consideration as the Company may think fit.
- (Q) 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, required by Law.
- (R) To carry on all or any other above businesses 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.

(S) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that no inference should be drawn or any restrictive interpretation implied that the objects of the Company specified above should be distinct one clause from another and separate and in the order in which they are listed.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 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
--	---

STEVEN DAVID COHEN
41 WADESON STREET,
LONDON E2.
DIRECTOR

ONE.

ISRAEL COHEN
41 WADESON STREET,
LONDON E2.
DIRECTOR

ONE.

DATED THIS 1ST. DAY OF JANUARY 1984.

WITNESS TO THE ABOVE SIGNATURES :- IRENE COHEN
41 WADESON STREET,
LONDON E2.
SECRETARY.

COMPANY LIMITED BY SHARES

Articles of Association

OF
TEMPLEFORD

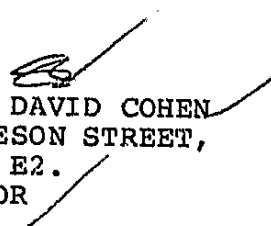
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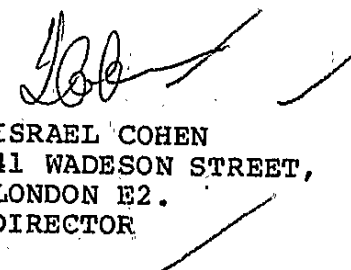
LIMITED

1. Subject as hereinafter provided, the regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereafter referred to as 'Table A') as amended by the Companies Acts 1948 to 1981 (as defined in Section 119(2) of the Companies Act 1981) shall apply to the Company.
2. Regulations 3, 11, 24, 75, 77 and 88 of Table A shall not apply to the Company.
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 those Shares or debentures being offered for sale to the Public.
4. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think fit, subject to the provisions of the following clauses.
5. (1) 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 (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 to be 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 the manner hereinbefore provided.

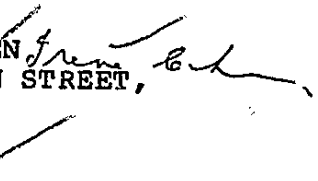
5. (2) Subsections (1), (6) and (7) of Section 17 of the Companies Act 1980 shall not apply to any allotment of shares in the Company.
6. Subject to the provisions of Part III of the Companies Act 1981 the Company may :
 - (A) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder.
 - (B) purchase its own shares (including redeemable shares).
 - (C) make a payment in respect of any such redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a new issue of shares.
7. The Company shall have a first lien on every share (whether fully paid or not) for all money (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 lien on all shares (whether fully paid or not) registered in the name of any member whether solely or as one of two or more joint holders for all monies 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.
8. 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 amended accordingly.
9. The Directors may, at their discretion, and without assigning any reason, decline to register any transfer of any share, whether fully paid or not.
10. The proviso to regulation 32 of Table A shall be omitted.
11. The qualification of a Director shall be the holding of one Share in the Company.
12. The proviso to regulation 79 of Table A shall be omitted.
13. The Company shall not be subject to Section 185 of the Act and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
14. The office of a Director shall be vacated :
 - (1) if by notice in writing to the Company he resigns the office of Director.
 - (2) if he ceases to be a Director by virtue of Section 182 of the Act.
 - (3) if he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
 - (4) if he becomes of unsound mind.
 - (5) if he is prohibited from being a Director by any order made under Section 188 of the Act.
 - (6) if he is removed from office by a resolution duly passed under Section 184 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


STEVEN DAVID COHEN
41 WADESON STREET,
LONDON E2.
DIRECTOR


ISRAEL COHEN
41 WADESON STREET,
LONDON E2.
DIRECTOR

DATED THIS 1ST. DAY OF JANUARY 1984.

WITNESS TO THE ABOVE SIGNATURES :- IRENE COHEN
41 WADESON STREET,
LONDON E2.
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

1

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use

1864955/5

* delete if
inappropriate

Name of Company

TEMPLEFORD

Limited*

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

41 WADESON STREET,
LONDON E2 9DP.

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

PARAMOUNT COMPANY
FORMATION'S LIMITED
41 WADESON ST.
LONDON E2 9DP

Number of continuation sheets attached (see note 1)

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

PARAMOUNT COMPANY
FORMATION'S LIMITED
41 WADESON ST.
LONDON E2 9DP

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:

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)	Israel Cohen	Business occupation	Director
Previous name(s) (note 3)		Nationality	British
Address (note 4)	41 Wadeson Street, London E2.	Date of birth (where applicable) (note 6)	
Other directorships † NONE			
I hereby consent to act as director of the company named on page 1			
Signature		Date 1-1-1984	


Name (note 3)	Steven David Cohen	Business occupation	Director
Previous name(s) (note 3)		Nationality	British
Address (note 4)	41 Wadeson Street, London E2.	Date of birth (where applicable) (note 6)	
Other directorships † NONE			
I hereby consent to act as director of the company named on page 1			
Signature		Date 1-1-1984	

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 the
binding margin

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

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


Name (notes 3 & 7)	Steven David Cohen
Previous name(s) (note 3)	
Address (notes 4 & 7)	41 Wadeson Street, London E2.
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 1-1-1984

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

† delete as
appropriate

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

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

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1864955

I hereby certify that

TEMPLEFORD 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

20TH NOVEMBER 1984

D. G. Blackstock

D. G. BLACKSTOCK
an authorised officer

Number of } 1864955
Company }

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF
TEMPLEFORD

LIMITED

Passed 22 - 11 - , 1984.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

. 41, WADESON STREET,
LONDON E2

on the 22nd day of NOVEMBER, 1984, the subjoined SPECIAL RESOLUTION WAS duly passed, viz.:—

RESOLUTION

1. That Section 3(A) of the Memorandum of Association be amended to read as follows:

SEE ATTACHED PAGE

2. That the existing Articles of Association be deleted and replaced by the following:

SEE ATTACHED ARTICLES

Signature

DIRECTOR

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



Paramount Company Formations Ltd.

41 WADESON STREET
LONDON E2 9DP

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

1. The name of the Company is **TEMPLEFORD 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 acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads, and squares, constructing, sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties, and by leasing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians, general engineers.



THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

(Adopted by Special Resolution
passed on 5th November 1984)

PRELIMINARY

1. The following regulations and (subject as provided in these articles) the regulations contained in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1948 to 1983 (in these articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 24, 53, 60, 62, 75, 77, 87 and 89 to 100 (inclusive), of Table A shall not apply to the Company.

SHARES

3. The share capital of the Company is £100 divided into 50 "A" shares of £1 each and 50 "B" shares of £1 each. Save as expressly provided in these articles the "A" shares and the "B" shares shall carry the same rights in all respects.
4. The rights attached to each class of share shall be deemed to be varied by the issue of any further shares and by any alteration to these articles.

TRANSFER OF SHARES

5. (A) No share (other than a share taken from a subscriber) shall be transferred except as provided in this article.



(B) A member (called "the retiring member") who wishes to transfer or otherwise dispose of all or any of the shares registered in his name shall give written notice (called "a sale notice") to the other member (called "the continuing member") offering to sell to the continuing member all (but not part only) of the shares then registered in the name of the retiring member at the prescribed price ascertained in accordance with the provisions of paragraph (C) of this article. The offer made by a sale notice shall remain open for acceptance for the period (called "the offer period") expiring 30 days after the service of the sale notice or the ascertainment of the prescribed price for the shares comprised in the sale notice (whichever is the later).

(C) The prescribed price for the shares comprised in a sale notice shall be the price stated in the sale notice as the price which the retiring member is prepared to accept, unless within 21 days after the service of the sale notice the continuing member shall give written notice to the retiring member that such price is unacceptable to the continuing member, in which event the prescribed price shall be the price certified by the auditors for the time being of the Company, on the application of either member, as the fair value of the shares comprised in the sale notice as between a willing seller and a willing buyer on a going concern basis and on the assumption that the value to be given to the shares shall be such proportion of the value of all the issued shares in the Company as is attributable to the shares comprised in the sale notice having regard to their capital and dividend rights. In so certifying, the auditor shall be deemed to be acting as an expert and not as an arbitrator and his certificate shall be conclusive and binding on the members, who shall pay the costs and expenses of such certificate in equal shares.

(D) If the continuing member shall during the offer period accept the offer made by a sale notice, the sale of the shares comprised in the sale notice shall be completed within 28 days after the date of acceptance.

(E) If the offer made by a sale notice is not accepted during the offer period, the retiring member shall be entitled at any time

within 180 days after the expiry of the offer period to sell all (but not part only) of the shares comprised in the sale notice to any one person at a price not less than the prescribed price (without any deduction, rebate or allowance).

6. (A) The directors shall register any transfer which complies with the provisions of the last preceding article and with the provisions of regulation 25 of Table A, and any one director shall have power to enter the name of the transferee in the register of members as the holder of the shares comprised in the transfer. Except as provided in this article, a transfer shall not be registered unless it has been approved for registration by a resolution of the directors.

(B) The provisions of the last preceding article shall apply (mutatis mutandis) to any person becoming entitled to a share in consequence of the death or bankruptcy of a member who wishes either to transfer or to be registered as the holder of that share and to a renunciation of the allotment of a share by the allottee.

GENERAL MEETINGS

7. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be two members present in person or by proxy, of whom one shall be a holder of "A" shares and one shall be a holder of "B" shares.

8. (A) Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these articles, on a show of hands each member present in person shall have one vote and on a poll each member present in person or by proxy shall have one vote for every £1 in nominal amount of the shares (being either "A" shares or "B" shares) held by him.

(B) On a resolution for the removal of a director -

(1) each holder of "A" shares present in person or by proxy shall on a poll have five votes for every £1 in nominal

amount of the "A" shares held by him in the case of a resolution for the removal of a director appointed by the holders of the "A" shares; and

- (2) each holder of "B" shares present in person or by proxy shall on a poll have five votes for every £1 in nominal amount of the "B" shares held by him in the case of a resolution for the removal of a director appointed by the holders of the "B" shares.

9. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a second or casting vote.

DIRECTORS

10. The number of directors shall be not less than two nor more than four.

11. The directors at the time of the adoption of these Articles shall have power by notice in writing to the Company to appoint any persons as directors to act in their place and shall prescribe the class of shareholder by whom each of such directors are deemed to have been appointed, and such directors shall be deemed to have been appointed in accordance with the provisions of the next following article by the class of shareholder so prescribed.

12. The holders of the "A" shares shall be entitled to appoint not more than two directors and the holders of the "B" shares shall be entitled to appoint not more than two directors. The holders of the "A" shares and the holders of the "B" shares respectively shall be entitled to remove from office any director appointed by them, and to appoint another director in the place of any director appointed by them who for any reason ceases to be a director. Every such appointment or removal shall be in writing signed by or on behalf of all or a majority of the holders of the class of shares concerned and shall take effect upon delivery at the registered office of the Company.

13. A director may from time to time by an instrument in 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. 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, he 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.

14. 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.

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

16. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

17. Questions arising at any meeting shall be decided by the unanimous vote of all the directors present at the meeting.

18. A director may, and on the requisition of a director the secretary shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

19. The quorum necessary for the transaction of the business of the directors shall be two, of whom one shall be a director appointed by the holders of the "A" shares (or the alternate of such a director) and one shall be a director appointed by the holders of the "B" shares (or the alternate of such a director).

20. The continuing directors may at any time act notwithstanding any vacancy in their body, but if the number of directors shall at any time be reduced to less than the minimum number fixed by or in accordance with these articles or the number fixed by these articles as the quorum for meetings of the directors, the continuing directors or director may act for the purpose only of summoning a general meeting of the Company.

21. A director may as a director vote and be counted as one of the 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 of Table A shall not apply to the Company.

22. The directors may exercise the rights conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of the appointment of any of their number as an officer or employee of the other company or the payment of remuneration to the officers or employees of the other company.

23. The directors may pay, or agree to pay, gratuities and pensions or other retirement, superannuation, death or disability benefits to any director or former director or to his widow or to any of his dependants and for this purpose may contribute to any scheme or fund or pay premiums.

24. Regulation 86 of Table A shall apply as though the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" were omitted.

25. Paragraph (f) of regulation 88 of Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

ROBERT BUSHBY
81 City Road,
London EC1Y 1BD

Company Registration Agent

MICHAEL NORMAN RYDEN
81 City Road,
London EC1Y 1BD

Company Registration Agent

DATED this 6th day of April 1984.

WITNESS to the above Signatures:-

DAVID EDMUND KNOX
81 City Road,
London EC1Y 1BD

Legal Assistant

THE COMPANIES ACTS 1948 - 1981

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

OF

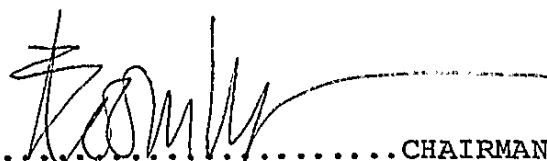
TEMPLEFORD LIMITED

Passed the 9th day of January 1985

At an Extraordinary General Meeting of the above named Company duly convened and held at 1a, Yeoman's Row, London SW3 2AL on the above date the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

1. That the Directors be and are hereby authorised to allot the existing unissued shares of the Company to such persons and in such manner as the Directors shall think fit and this authority hereby conferred shall expire five years from the date of this resolution.
2. The allotment of ordinary shares referred to in paragraph 1 above be made without any requirement that such shares be first offered to all the members of the Company as required by Article 5 of the Articles of Association of the Company and that Section 17 of the Companies Act 1980 shall not apply to such allotment.


.....CHAIRMAN



THE COMPANIES ACTS 1948 TO 1981

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

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

110

1864955

*delete if
inappropriate

TEMPLE FORD Limited*

NotePlease read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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 as shown below:

Day Month

3 1 12

†delete as
appropriate

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 12 1 9 8 5

See note 4(c) and
complete if
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 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director] [Secretary]† Date 10.6.85

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

For official use
General section

[COPY]

special resolution(s)

CN 474/87

J378(2)

name of company

Company Number

1864955

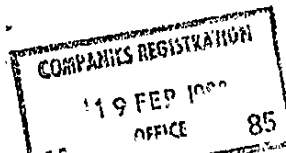
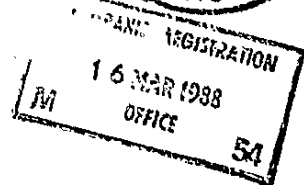
Templeford

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 1A, Yeoman's Row, London, SW3 2AL on the 20th day of January, 1988 the following SPECIAL RESOLUTION(S) was/were duly passed:-

RESOLUTION

that the Name of the Company be changed to:-

HILSTONE DEVELOPMENTS (IRELAND) LIMITED



SIGNED

[Signature]
24/1/88

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON W1 1CE
TELEPHONE 01 253 3030
TELEX 261010



Company Number 1864955

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

OF

TEMPLEFORD LIMITED

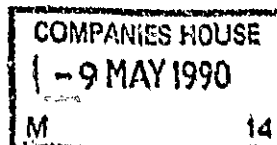
Passed the 30th day of April 1990

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolutions were duly passed as ordinary and special resolutions of the company as specified:-

ORDINARY RESOLUTIONS

1. THAT the share capital of the Company be and is hereby increased from £1,000 to £10,000 by the creation of a further 9,000 new Ordinary shares of £1 each.
2. THAT the directors be and are hereby authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to allot the existing unissued shares of the Company and the new shares created by resolution 1 above to such persons and in such manner as the directors shall think fit notwithstanding anything to the contrary in the Company's articles of association from time to time and the

nang/h467/110/b1/draft (1)/19.4.90



authority hereby conferred shall expire five years from the date of this resolution.

SPECIAL RESOLUTIONS

3. THAT the directors be and are hereby empowered pursuant to section 95(1) of the Act to allot equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply to such allotment.
4. THAT the draft regulations produced to the meeting and signed by the chairman of the board for identification purposes be and are adopted by the Company as new articles of association in substitution for the existing articles of association.

.....
CHAIRMAN

Company No: 1864955

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION

- of -

TEMPLEFORD LIMITED
(adopted by Special Resolution
passed on 30th April 1990)

TABLE A

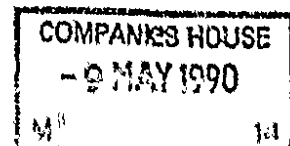
1. (A) The regulations contained in Table A scheduled to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company except where the same are varied or excluded by or are inconsistent with these Articles of Association. Unless otherwise indicated, any reference in these Articles of Association to a Regulation of Table A shall be construed as a reference to the Regulation of that number contained in Table A.
- (B) In the final sentence of Regulation 1 the word "articles" shall be substituted for the word "regulations".
- (C) Any reference in these Articles to any enactment shall be construed as a reference thereto as consolidated amended modified or re-enacted from time to time but excluding any statutory consolidation amendment modification or re-enactment not in force when these Articles become binding on the Company.

BUSINESS

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not so long as the Directors may deem it expedient not to commence or proceed with the same.

3.

nang/h567/110/a1



SHARE CAPITAL

3. (A) The share capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each.
- (B) Subject to the provisions of Section 80 of the Act the Directors are authorised to exercise the power of the Company generally to allot from time to time all or any of the relevant securities of the Company which have not for the time being been allotted at such time or times and on such conditions as they shall in their absolute discretion think fit Provided that:-
- (i) this authority shall expire five years from the date of adoption of these Articles;
 - (ii) the aggregate number of relevant securities which the Directors may allot pursuant to this authority shall not exceed the number of unissued shares in the authorised share capital of the Company at the date of adoption of these Articles;
 - (iii) the provisions of Section 89(1) Section 90(1) to (5) inclusive and Section 90(6) of the Act shall not apply to the Company; and
 - (iv) this authority shall permit and enable the Directors to make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after such expiry.
4. Subject to the provisions of these Articles and to any direction to the contrary which may be given by the Company in General Meeting, all shares in the capital of the Company for the time being unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, for such consideration and upon such terms and conditions as they may determine, and in particular the Directors may grant to any person the option to take up any shares for such period and on such terms and conditions as the Directors may think fit.

LIEN

5. In addition to the lien conferred by Regulation 8 of Table A the Company shall have a first and paramount lien on every share (whether or not a fully paid share) for all moneys due or owing (whether presently payable or not) by a member or his estate to the Company. The lien conferred above and by Regulation 8 of Table A shall attach to all shares

registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one or two or more joint holders.

CALLS ON SHARES

6. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table A of the words "and all expenses that may have been incurred by reason of such non-payment".

TRANSFER OF SHARES

7. 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. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETING

8. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and Regulation 40 of Table A shall be deemed to be modified accordingly.

9. A poll may be demanded by any member present in person or by proxy and Regulation 46 of Table A shall be deemed to be modified accordingly.

10. In Regulation 32 of Table A the words "ordinary resolution" shall be deemed to be replaced by the words "special resolution".

VOTES OF MEMBERS

11. On a show of hands or on a poll every member present in person or by a duly authorised representative or by proxy shall have one vote for each share of which he or (as the case may be) his appointor shall be the registered holder. Regulation 54 of Table A shall be deemed to be deleted.

(B) Regulation 50 of Table A shall be deemed to be deleted.

12. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:-

(A) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at any time before the time for holding the meeting or adjourned meeting at

which the person named in the instrument proposes to vote; or

(B) in the case of a poll, be deposited as aforesaid after the poll has been demanded and at any time before the time appointed for the taking of the poll

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not more than ten in number. The names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association. Regulation 64 of Table A shall not apply. A sole Director may act alone in exercising all the powers authorities and discretions vested in the Directors.

14. If any Director shall be called upon to perform extra services or make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company the Directors may arrange with such Director for such extra remuneration for such services or exertions, either by way of salary, commission or the payment of a lump sum of money or otherwise, as they shall think fit.

POWERS AND DUTIES OF DIRECTORS

15. A Director who pursuant to Regulation 85 of Table A has declared at a meeting of the Directors the nature of his interest in a contract, proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract, proposed contract, or arrangement, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors or of the committee at which the vote is taken. Regulations 94, 95, 97 and 98 of Table A shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS

16. Any person may be appointed to be a Director, either to fill a casual vacancy in the number of the Directors or as an additional Director, either by a memorandum in writing signed by the person or persons for the time being holding a majority in nominal value of the issued ordinary shares for the time being of the company sent to or left at the registered office of the Company, by resolution of the Company in General Meeting.

17. Without prejudice to Article 16, any casual vacancy in the number of the Directors may be filled by the Directors and the Directors may at any time and from time to time appoint any person as an additional Director.

18. The office of a Director shall be vacated if, subject to Article 25(B), he resigns his office by notice to the Company and Regulation 81(d) of Table A shall be modified accordingly.

19. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

20. Subject to Regulation 81 of Table A as modified by Article 18, the Directors (howsoever appointed) shall remain in office until removed by a memorandum in writing signed by the holder or holders for the time being of a majority in nominal value of the issued Ordinary Shares and sent to or left at the registered office of the Company, or by resolution of the Company in General Meeting.

21. Regulations 73 to 80 (inclusive) of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

22. At a meeting of the Directors or of a committee of the Directors the Chairman shall not have a second or casting vote and Regulation 88 shall be modified accordingly.

23. Notice of a meeting of the Directors shall include an agenda specifying in reasonable details the matters to be discussed at the meeting. No business which is not within the direct scope of the agenda shall be put to the vote at such meeting unless all the Directors present otherwise agree.

24. The quorum necessary for the transaction of the business of Directors shall be two, save in the case where there shall be a sole Director only and Regulation 89 of Table A shall be modified accordingly.

MANAGING DIRECTOR

25. (A) The final sentence of Regulation 84 of Table A shall not apply.

(B) Subject to Regulation 84 of Table A a Director holding executive

office for a fixed period shall not be entitled to resign as a Director of the Company.

NOTICES

26. The following Regulations of Table A shall apply as modified by this Article:-

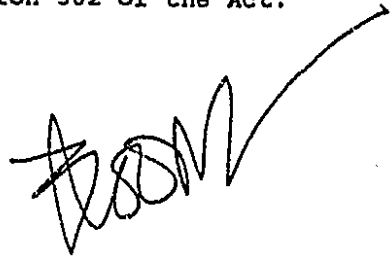
- (A) the third sentence of Regulation 88 shall be deemed to be deleted;
- (B) The last sentence of Regulation 112 shall be deemed to be deleted.

INDEMNITY

27. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which in such capacity he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto, including any liability thereby incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, or damage or misfortune which may happen to or be incurred by the Company in the lawful execution of the duties of his office or in relation thereto Provided that this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

WINDING-UP

28. In a winding up the liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 582 of the Act.



G**COMPANIES FORM No. 2**
Notice of increase
in nominal capital**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

--	--	--	--

1864955

Name of company

* TEMPLEFORD LIMITED

Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 30th April 1990 the nominal capital of the company has been
increased by £ 9,000 beyond the registered capital of £ 1,000.

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 (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

the new Ordinary shares rank pari passu with the existing
Ordinary shares of £1 each in the Company and have the rights
and privileges and are subject to the restrictions set out
in the Article of Association of the Company.

Please tick here if
continued overleaf☐Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

Designation

Director Date 30/4/90

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

Berwin Leighton
Adelaide House
London Bridge
London
EC4R 9HA

NANG

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

1987 Edition

255-6M

5017157

Companies G123

**Notice of claim to extension of period allowed for laying and delivering accounts—overseas business or interests**

Please do not write in this margin.

Pursuant to section 244 of the Companies Act 1985 as inserted by section 11 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

1864955

Name of company

*Insert full name of company

• TEMPLEFORD LIMITED

†Delete as appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] [which ended on]†

Day Month Year

3 1 1 2 1 9 9 2

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

Signed

Designation‡

DIRECTOR

Date 26th OCT. 1993

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

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

For official use
General Section

