



Please do not  
write in this  
binding margin



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

\*Insert full name  
of Company

†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

THE COMPANIES ACTS 1948 TO 1980

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

Form No 41a

# 41a

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

For official use

Company number

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

1897706

Name of Company

AMPLEPALM LIMITED

I, John Regan  
of 25/35 City Road,  
London EC1T 1AA

do solemnly and sincerely declare that I am a person named as Secretary of  
the Company in the statement delivered under section 21  
of the Companies Act 1976 of  
AMPLEPALM 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 25/35 City Road  
London EC1Y 1AA

Signature of Declarant

the 1st day of FEBRUARY  
EIGHTY-FIVE

One thousand nine hundred and

before me W L Green

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):

For official use

New companies section

Post room

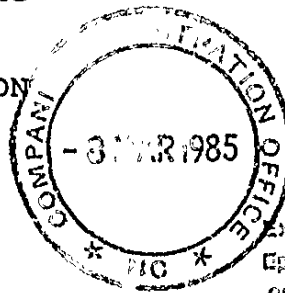
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AMPLEPALM LIMITED



Express Company Registrations Ltd.  
Epworth House,  
25/35 City Road,  
London E.C.1.  
01 628 5434/5

1. The name of the Company is AMPLEPALM 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 business as travel agents and operators and to establish and carry on a travel bureau, touring agency, custom's clearing agency; to organise and conduct trips, holidays and excursions of all kinds in any part of the world, to provide hotel and lodging accommodation and to act as agents, for railways, shippers, carriers, theatre and cinema proprietors, and as sellers and dealers in any tickets issued by them; to act as bankers and exchangers of money and to issue travellers' cheques and to provide any other accommodation or assistance to travellers and tourists.
  - (2) To carry on business as carriers of passengers, goods and mail and any other articles by air, sea and land, and as proprietors, agents, consultants, manufacturers, hirers and repairers of aeroplanes, seaplanes and aircraft generally, ships, yachts, boats, motor cars, coaches and omnibuses and mechanically propelled vehicles of every description.
  - (3) To carry on business as insurance agents, auctioneers, estate agents, business transfer agents, valuers and surveyors, printers and publishers, and agents for the sale of goods, articles, plant, machinery, tools, substances, materials, merchandise and produce of every description.

E98



(B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;

(C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;

(D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;

(E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;

(F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;

(G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world;

- (H) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;
- (I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;

(P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;

(Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;

(R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;

(S) 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, and for such purpose to distinguish and separate capital from profits, but so that nothing in this sub-clause shall authorise the Company to make any distribution other than in accordance with the law for the time being in force;

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

(U) 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 foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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

---

DAVID JOHN GRANT



ONE

EPWORTH HOUSE  
25/35 CITY ROAD  
LONDON EC1

COMPANY FORMATION ASSISTANT

JOHN REGAN



ONE

EPWORTH HOUSE  
25/35 CITY ROAD  
LONDON EC1

COMPANY SEARCH ASSISTANT

---

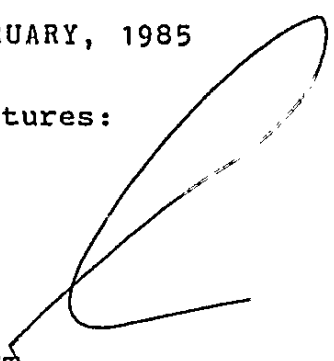
DATED THE 1st DAY OF FEBRUARY, 1985

WITNESS to the above signatures:

YAP KIM LAN

EPWORTH HOUSE  
25/35 CITY ROAD  
LONDON EC1

COMPANY FORMATION ASSISTANT



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

1897706 / 4

ARTICLES OF ASSOCIATION

OF

AMPLEPALM LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company (hereinafter referred to as "Table A"), shall apply to the Company.

2. Regulations 11, 24, 75, 77 and 79 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

3. The Company is a private company limited by shares and, accordingly,

- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
- (b) any allotment of, or agreement 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

are prohibited.

4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

5. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 17 of the Companies Act 1980 shall have effect only insofar as they are not inconsistent with this Article.

6. In regulation 3 of Table A for the word "ordinary" there shall be substituted the word "special" and the words from "on such terms" to the end shall be omitted.

7. Subject to the provisions of Part III of the Companies Act 1981, the Company is authorised to purchase its own shares.

#### LIEN

8. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (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 or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; 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 AND TRANSMISSION OF SHARES

9. 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.

10. Save in the circumstances set out in the next succeeding Article 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.



11. Subject as hereinafter provided

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

12. The proviso to regulation 32 of Table A shall not apply to the Company.

GENERAL MEETING

13. Every notice convening a general meeting shall comply with the provisions of section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

DIRECTORS

14. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share

qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

15. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under section 21 of the Companies Act 1970.

#### BORROWING POWERS

16. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to section 14 of the Companies Act 1980, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

17. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

18. Any director may appoint any person approved by the board of directors to be an alternate director and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to receive notice of meetings of directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the directors or by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the same.

#### DISQUALIFICATION OF DIRECTORS

19. In regulation 88 of Table A(i) the words "ceases to be a director by virtue of section 182 or 185 of the Act" shall be omitted and in substitution therefor there shall be

inserted the words "is removed from office by resolution duly passed under section 184 of the Act" and (ii) all the words after "by notice in writing to the Company" shall be omitted.

#### ROTATION OF DIRECTORS

20. In regulation 89 of Table A after the words "then the number nearest" shall be inserted the words "to but not exceeding".

#### THE SECRETARY

21. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.

#### NOTICES

22. In regulation 131 of Table A, all the words after the words "letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

#### INDEMNITY

23. In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of section 205 of the Act every director, managing director, agent, auditor, secretary and other officer 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

---



DAVID JOHN GRANT

EPWORTH HOUSE  
25/35 CITY ROAD  
LONDON EC1

COMPANY FORMATION ASSISTANT

JOHN REGAN

EPWORTH HOUSE  
25/35 CITY ROAD  
LONDON EC1

COMPANY SEARCH ASSISTANT



---

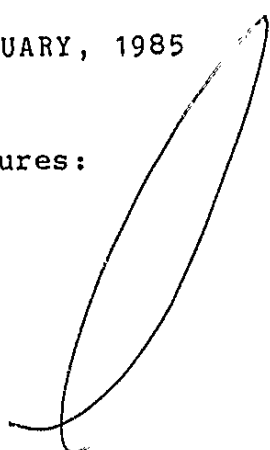
DATED THE 1st DAY OF FEBRUARY, 1985

WITNESS to the above signatures:

YAP KIM LAN

EPWORTH HOUSE  
25/35 CITY ROAD  
LONDON EC1

COMPANY FORMATION ASSISTANT



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 block type, or  
bold black lettering

delete if  
inappropriate

For official use

1897706/5

Name of Company

AMPLEPALM LIMITED

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

EXPRESS COMPANY REGISTRATIONS LIMITED  
EPWORTH HOUSE  
25/35 CITY ROAD  
LONDON EC1Y 1AA

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

Express Company Registrations Limited,  
Epworth House, 25/35 City Road,  
London, EC1Y 1AA

Number of continuation sheets attached (see note 1)


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

Express Company Registrations  
Limited.  
Epworth House,  
25/35, City Road,  
LONDON. EC1Y 1AA

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)	DAVID JOHN GRANT	Business occupation Company Formation Assistant
Previous name(s) (note 3)	NONE	Nationality
Address (note 4)	25/35 City Road, London, EC1Y 1AA	British
		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 1/2/85

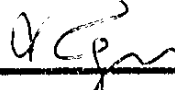
Please do not write in this binding margin




**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)	JOHN REGAN
Previous name(s) (note 3)	NONE
Address (notes 4 & 7)	25/35 City Road, London, EC1Y 1AA
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 1/2/85

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

Signature  Date 1/2/85  
[Sole trader] Agent † Date

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1897706

I hereby certify that

AMPLEPALM 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 21ST MARCH 1985

*C. R. Williams*  
MRS. C. R. WILLIAMS

an authorised officer

29/50

Company Number .....1897706.....8.....



THE COMPANIES ACTS 1948 TO 1981

SPECIAL RESOLUTION OF

.....AMPLEPALM.....LIMITED

We, the undersigned, DAVID JOHN GRANT and JOHN REGAN, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following resolution as a Special Resolution and agree that the said resolution shall, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved that the name of the company be changed to:-

SILVER SKI (ALPINE HOLIDAYS) LIMITED

Dated this 14th day of MAY 198 5 .

Signed .......... (D J GRANT)

.......... (J REGAN)

SRCON





# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1897706

I hereby certify that

AMPLEPALM LIMITED

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

SILVER SKI (ALPINE HOLIDAYS) LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the

29TH MAY 1985

  
D. C. H. DUSHER

an authorised officer

THE COMPANIES ACTS 1948 TO 1981

**Notice of increase in nominal capital**

Pursuant to section 63 of the Companies Act 1948

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

To the Registrar of Companies

For official use Company number

- 1111

1897706

Name of Company

AMPREPALM Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]  
[extraordinary] [special] resolution of the company dated 14th May 1985the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 49,900 beyond the registered capital of £ 100A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
49,900	Ordinary	£1.00

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:To rank pari passu in all  
respects with the existing sharesPlease tick here if  
continued overleaf\*delete as  
appropriate

Signed

[Director] [Secretary] ‡ Date

14/5/85

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

Post room

EXPRESS COMPANY REGISTRATIONS LTD.  
FPWORTH HOUSE,  
35 CITY ROAD,  
LONDON,  
E.C.4A.

No. 1897706 / 10

THE COMPANIES ACTS 1948 to 1981.

# Ordinary Resolution

OF

AMPLEPALM LIMITED

Passed on the 14th day of May 1985.

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the 14th day of May 1985, the following ORDINARY RESOLUTION was duly passed:-

That the capital of the Company be increased to £50,000 by the creation of an additional 49,900 shares of £1-00 each to rank pari passu in all respects with the existing shares in the capital of the Company.

That the Directors are unconditionally authorised pursuant to section 14 of the Companies Act 1980, to allot all shares in the authorised share capital of the Company which are unissued at the time of the passing of this Resolution at any time or times during the period of five years from the date hereof.

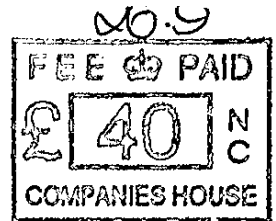
  
DIRECTOR/SECRETARY

ORDINC



EXPRESS COMPANY REGISTRATIONS LTD.  
EPWORTH HOUSE,  
- 35 CITY ROAD,  
DON,  
- LY 1AA.

Company No: 1897706



**Special  
Resolution**

The Companies Act 1985  
Private Company Limited by Shares

of SILVER SKI (ALPINE HOLIDAYS) LIMITED

At an Extraordinary General Meeting of the above-named Company  
duly convened and held at 805 Salisbury House, 31 Finsbury Circus,  
London EC2M 5SQ  
on 12th September 1990  
the following SPECIAL RESOLUTION was duly passed, viz:-

**Resolution**

That the name of the Company be changed to:  
SILVER SKI HOLIDAYS LIMITED

  
CHAIRMAN

MBC Information Services Ltd  
International Company Registrations and Searches  
Classic House, 174-180 Old Street, London EC1V 9BP  
Telephone 071-250 3350 Fax 071-608 0867  
LBE Box No. 274



20/9/90 80/40019

112

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1897706

I hereby certify that

SILVER SKI (ALPINE HOLIDAYS) LIMITED

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

SILVER SKI HOLIDAYS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 26 SEPTEMBER 1990

A handwritten signature in black ink, appearing to read 'A. F. Fletcher'.

A. F. FLETCHER

an authorised officer

# G

COMPANIES FORM No. 225(1)

# 225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company number

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


1897706

Name of company

\*Insert full name of company

\* SILVER SKI HOLIDAYS LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3	1	0	5
---	---	---	---

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	0	5	1	9	9	1
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

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

, company number

the accounting reference date of which is

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

An administration order was made in relation to the company on

and it is still in force.

Signed

Designation: Director

Date 5.11.90

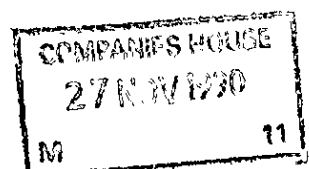
‡ Insr

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

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

Morison Stoneham  
CHARTERED ACCOUNTANTS  
MORISTON HOUSE  
75 SPRINGFIELD ROAD  
CHELMSFORD CM2 6JBFor official use  
General Section

Post room



189 + 706

Morison Stoneham  
Chartered Accountants

The Company Secretary  
Silver Ski Holidays Limited  
Conifers House  
Maidstone  
Kent ME14 5JW

Our ref: *PLK/cjs*

Your ref:

28 May 1991

Dear Madam

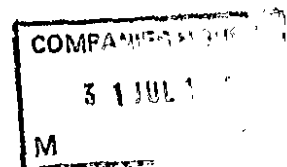
We hereby resign as auditor of the company with immediate effect.

There are no matters connected with our resignation which we consider should be brought to the attention of the shareholders or creditors of the company.

Yours faithfully


*Morison Stoneham*

Morison Stoneham



805 Salisbury House, 31 Highbury Circus, London EC2M 5SQ  
Telephone: 071-628 2040 Fax: 071-628 7531 Telex: 071-256 9586 DX 33854 Highbury Square

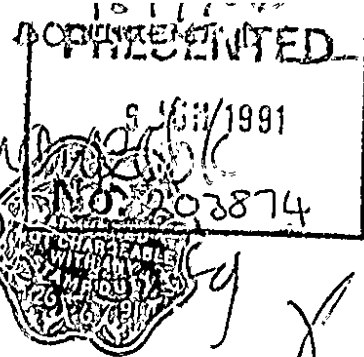
M.B. Silvester M.W. Butler S.W. Chubb S. Cooper J.R. Miles C. Price P.B. Hyatt R. Harvey P.W. Hill N. Jones  
R.L. Bennett P. Evans D.L. Mannock E.N. Webb L. C. Price J.D. Stoneham J.C. Stemer Associate J.M. Spencer Grogson  
Authorized by the Institute of Chartered Accountants in England and Wales to carry on investment business

 A founding member of Morison International

Also at Chelmsford and Swindon

Morton Stephens  
CHARTERED ACCOUNTANTS  
MORISTON HOUSE  
75 SPRINGFIELD ROAD  
CHELSEA LONDON SW3 3AS  
R. M. Stephens F.C.A.

I hereby certify  
this to be an  
authentic copy of  
the original.



THIS AGREEMENT is made the 16th day of May 1991 BETWEEN:

PASSED FOR FILING

(1) Mr L G Silver of 20 Walton Road, Hoddesdon, Herts, EN11 0LH and Mr B Sill of 56 Milnthorpe Road, Kendal, Cumbria (hereinafter called "the Shareholders of Valsarock Limited")

AND

(2) Silver Ski Holidays Limited having its registered office situate at 805 Salisbury House, 31 Finsbury Circus, London EC2M 5SQ (hereinafter called "the Acquiring Company")

#### DEFINITIONS:

"The Effective Date" : The date of this Agreement

"The Target Company" : Valsarock Limited

#### NOW IT IS HEREBY AGREED AS FOLLOWS:-

(1) The Shareholders will sell and the Acquiring Company will purchase 100 Ordinary Shares of £1 each of the Target Company as follows:

Mr L G Silver	80 Ordinary Shares of £1 each
Mr B Sill	20 Ordinary Shares of £1 each

100  
===

(2) As consideration for such sale, the Acquiring Company will allot credited as fully paid to the Shareholders 29,900 Ordinary Shares of £1 each of the Acquiring Company in the following proportions:

		£
Mr L G Silver	23,920 Ordinary Shares of £1 each	23,920
Mr B Sill	5,980 Ordinary Shares of £1 each	5,980
	<hr/>	<hr/>
	29,900	£29,900
	=====	=====

12/7/91



Monson Stoddem  
CHARTERED ACCOUNTANTS  
MILTON HOUSE  
75 SPRINGFIELD ROAD  
CHELMSFORD CM2 4BB

- 2 -

*I hereby certify this  
to be an authentic  
copy of the original  
Contract.*

(3) Completion of the sale and purchase mentioned above will take place on the Effective Date when the Acquiring Company will allot to the Shareholders the number of Ordinary shares of £1 each hereby agreed to be allotted and the Shareholders will do all such acts deeds and things as may be necessary for vesting in the Acquiring Company, the full title to the Shares in the Target Company.


(4) The Acquiring Company shall pay all the costs of and incidental to the preparation execution and stamping of this Agreement.

THE SIGNATURES of the Shareholders

Mr L G Silver ..... 

Date ..... 16 May 1991 .....

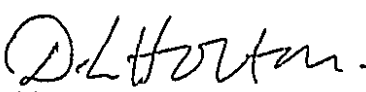
Witnessed by .....

  
D L. HORTON

Mr B Sill ..... 

Date ..... 16 May 1991 .....

Witnessed by .....

  
D L. HORTON

THE COMMON SEAL of the Acquiring Company

was hereunto affixed  
in the presence of:-

Director ..... 

Secretary ..... 

**G**

COMPANIES FORM No. 225(1)

**225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company number

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

[ ] [ ] [ ] [ ]

1897706

Name of company

\* SILVER SKI HOLIDAYS LIMITED

\* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 0 0 4

**Note**  
Please read notes 1 to 5 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 0 0 4 1 9 9 3

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

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

, company number

the accounting reference date of which is

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

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

Signed [Signature] Designation† DIRECTOR Date 6/8/92

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

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

**J. C. WOODBRIDGE, A.C.A.**  
GARDEN COURT  
WESTHURSTLE  
DORKING  
SURREY RH5 6BT  
0304 741513For official Use  
General Section

Post room

10 AUG 1992

M

21

**Jordans**Jordan & Sons Limited  
21 St. Thomas Street, Bristol BS1 6JS Tel. 0272-230600 Telex 449119

89

2.8