

THE COMPANIES ACTS 1948 TO 1980

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

41a

Please do not write in this binding margin



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

*Insert full name of Company

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

For official use

Company number

1907833

Name of Company

SHELFCO (NO.44) LIMITED

I, RICHARD GORDON HOLT
of 76 Jermyn Street, London SW1

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court
engaged in the formation
of *Shelfco (No.44) 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 211, PICCADILLY,LONDON, W.1.the 26th day of MarchOne thousand nine hundred and eighty fivebefore me [Signature]

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

Signature of Declarant

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

Nabarro Nathanson
76 Jermyn Street
London SW1

1B/RGH/N33/201

For official use

New companies section

Post room

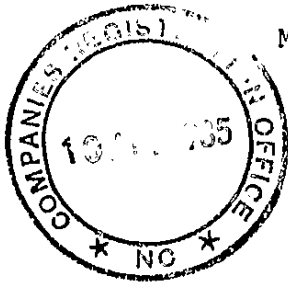


THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

1907833

3



MEMORANDUM OF ASSOCIATION

of

SHELFCO (NO. 44) LIMITED

1. The name of the Company is SHELFCO (NO. 44) 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 purchase, take on lease or in exchange, hire or otherwise acquire, deal, mortgage, hold, hire out, sell, lease or otherwise dispose of or deal in, in any way, any lands or buildings wherever situate, and any stocks, shares and debentures, patents, copyrights and such other property real or personal or any rights, privileges or interests in any such property or connected therewith, and to hold, manage, improve and generally to exploit the same or any part thereof in such manner as the Company shall think fit; to pull down, alter or improve buildings; and to carry on all or any of the businesses of estate agents, builders and contractors for construction work of any kind, demolition contractors and as engineers, advisers and consultants in connection with construction and demolition work of any kind.

(B) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient.

(C) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other Company.

(D) To sell or otherwise dispose of the whole or any

referred to
SPE

MID.
055455
£306 712.



part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.

(E) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.

(F) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.

(G) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.

(H) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.

(I) To borrow or raise money on such terms and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, 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.

(J) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital, or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) of any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company.

(K) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.

1
9
/
4
/
8
5

1

(L) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.

(M) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient.

(N) 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, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.

(O) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein.

(P) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.

(Q) To establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with

any such other company as aforesaid without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

(R) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.

(S) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.

(T) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise.

(U) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.

(V) 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 no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(W) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

(X) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or 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 and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.



(Y) 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, contractors, trustees or otherwise.

It is hereby declared (1) that the expressions "subsidiary" and "holding company" where they appear in this Clause shall have the meanings ascribed to those expressions by Section 154 of the Companies Act 1948; (2) that, where the context so admits, the word "company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948; and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4. The liability of Members is limited. ✓

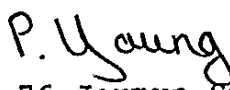
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

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
 76 Jermyn Street London, S.W.1. Solicitor ✓	One /
 76 Jermyn Street London S.W.1. Solicitor ✓	One /

DATED this 25th day of March 1985 ✓

WITNESS to the above Signatures:-


76 Jermyn Street
London, S.W.1.
Secretary ✓

19078343
/4

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SHELFCO (NO.44) LIMITED

1. Preliminary

The regulations contained in Table A ("Table A") in the First Schedule to the Companies Act 1948 (as amended) ("the Act") shall apply to the Company save insofar as they are excluded or varied hereby.

2. Private Company

The Company is a Private Company within the meaning of Section 1 of the Companies Act 1980 and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the Company shall not 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.

3. Share Capital

3.1 The share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

3.2 Subject to the provisions of the Companies Acts 1948 to 1981 (or any statutory modification or re-enactment thereof for the time being in force):

(A) Any shares may with the sanction of a Special Resolution be issued on the terms that they are redeemable or, at the option of the Company, are liable to be redeemed; and

(B) The Company is authorised to purchase or redeem its own shares and make a payment in respect thereof out of distributable profits of the Company, the proceeds of a fresh issue of shares or out of capital or by all or any of such methods.

Regulation 3 of Table A shall not apply.

3.3 The unissued shares in the capital of the Company for the time being shall be under the control of the Directors, who are hereby generally and unconditionally authorised for the purpose of Section 14 of the Companies Act 1980 to allot, grant options over, or otherwise dispose of or deal with any shares and relevant securities (as defined in Section 14(10) of the Companies Act 1980) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the Company Provided that the authority contained in this Article shall, unless revoked or varied in accordance with Section 14 of the Companies Act 1980:-

(i) be limited to a maximum nominal amount of shares equal to the amount of the unissued share capital of the Company for the time being; and

(ii) expire on the fifth anniversary of the date of incorporation of the Company but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the Directors after such anniversary of their powers in pursuance of the said authority.

In exercising their authority under this Article the Directors shall not be required to have regard to subsections (1) (6) and (7) of Section 17 of the Companies Act 1980 which sub-sections shall be excluded from applying to the Company.

4. Lien

The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of several 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. Regulation 11 of Table A shall not apply.

5. Calls on Shares

The Directors may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that except insofar as may be otherwise agreed between the Company and any member in the case of the shares held by him no call shall exceed one-fourth of the nominal value of the shares

or be payable at less than one month from the date fixed for the payment of the last preceding call and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. Regulation 15 of Table A shall not apply.

6. Transfer of Shares

6.1 An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

6.2 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.

7. Written Resolutions of the Members

Subject to the provisions of the Act, a Resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings of the Company or of the holders of any class of shares thereof shall be as effective as if the same had been passed at a General Meeting of the Company or of the holders of any such class of shares, duly convened and held, and may consist of several documents in the like form each signed by one or more persons. In the case of a corporation the Resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative. Regulation 73A of Table A shall not apply.

8. Directors

8.1 The minimum number of Directors shall be one and there shall be no maximum number. The first Directors shall be appointed in accordance with Section 21 of the Companies Act 1976. Regulation 75 of Table A shall not apply.

8.2 Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

8.3 A Director shall not be required to hold any shares of the Company by way of qualification but he shall be entitled to attend and speak at all General Meetings of the Company. Regulation 77 of Table A shall not apply and Regulation 134 of Table A shall be modified accordingly.

9. Borrowing Powers

The Directors may exercise all the powers conferred upon them by Regulation 79 of Table A without any limit on the amount for the time being remaining undischarged of monies so borrowed or secured and the proviso limiting such amount contained in that Regulation shall not apply.

10. Powers and Duties of Directors

10.1 Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

10.2 The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

10.3 The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to or to any person in respect of any Director or ex Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary or holding company of the Company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums. A Director may vote at a meeting of Directors in respect of any matter referred to in this Article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply.

10.4 The Directors may sanction the exercise by the Company of all the powers of the Company to make provision for the benefit of persons (including Directors) employed or formerly employed by the Company or any subsidiary of the Company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or any such subsidiary as are conferred by Section 74 of the Companies Act 1980 and, subject to such sanction, the Directors may exercise all such powers of the Company.

11. Disqualification of Directors

11.1 The office of Director shall be vacated if a Director:

(A) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(B) Becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 of exercising his functions as Director; or

(C) Becomes prohibited from being a Director by reason of any order under Section 188 of the Act or under Section 9 of the Insolvency Act 1976; or

(D) Resigns his office by notice in writing to the Company; or

(E) Is removed from office under Section 184 of the Act, or by Extraordinary Resolution of the Company; or

(F) Is served with written notice under the hand of a Director or the Secretary of any Company which is for the time being the Company's holding company that the Board of Directors of such Company has resolved that his appointment be terminated;

and Regulation 88 of Table A shall not apply.

11.2 No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

12. Rotation and Appointment of Directors

12.1 The Directors of the Company shall not retire by rotation and Regulations 89 to 94 (inclusive) of Table A shall not apply.

12.2 The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board. Subject to Sub-Article 11.1 and to Regulation 96 of Table A a Director may be appointed under this Article to hold office for life or any other period or upon such terms in respect of his retirement as the Directors shall at the time of his appointment determine.

13. Proceedings of Directors

13.1 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office, be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the Regulations of the Company are conferred on the Board of Directors. Regulations 99 and 100 of Table A shall not apply.

13.2 Without prejudice to Sub-Article 15.3 a resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole

Director shall be valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted and may consist of several documents in the like form each signed by one or more persons. Regulation 106 of Table A shall not apply.

14. Managing and Executive Directors

14.1 The Directors may from time to time appoint one or more of their body to be holder of any executive office, including the office of Managing Director, or Joint, Assistant or Deputy Managing Director, on such terms and for such period as they may determine.

14.2 The appointment of any Director to the office of Managing Director, or Joint, Assistant or Deputy Managing Director, shall be subject to termination if he ceases from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

14.3 The appointment of any Director to any other executive office shall be subject to termination if he ceases from any cause to be a Director unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

14.4 The Directors may entrust to and confer upon any such appointee any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may without prejudice to any claim the appointee may have for damages for breach of the terms of his appointment or of any contract of service between him and the Company from time to time revoke, withdraw, alter or vary all or any of such powers.

14.5 Regulations 107 to 109 (inclusive) of Table A shall not apply.

15. Alternate Directors

15.1 A Director may in writing appoint any other Director, or any other person approved by the Directors as his alternate and may at any time revoke such appointment.

15.2 An alternate Director shall not be deemed to be the agent of his appointor, but shall be deemed to be an officer of the Company. Nevertheless, unless he is already an officer of the Company in his own right, an alternate Director shall not, as such, have any rights or powers other than those mentioned below.

15.3 An alternate Director shall (subject to his being in the United Kingdom) be entitled to notice of meetings of Directors and of committees of Directors of which his appointor is a member (but without prejudice to his appointor's right to receive such notices), to attend, speak and vote as a Director at any meetings at which his appointor is not personally present, to be counted in reckoning whether a quorum is present thereat, and, in the absence of his appointor from the United Kingdom, to sign any written resolution of the Directors as provided by Sub-Article 13.2. A Director present at such meetings and appointed alternate for any other Directors shall have an additional vote for each of his appointors absent from the meeting.

15.4 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor but, except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

15.5 An alternate Director shall cease to be such if, for any reason his appointment be revoked or his appointor cease to be a Director or if he ceases or would, if a Director in his own right, cease to be a Director in any of the circumstances mentioned in Sub-Article 11.1.

16. Dividends

16.1 The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person under these provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same, subject to Article 6. Regulation 32 of Table A shall be modified accordingly.

16.2 The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

17. Notices

17.1 A member who, under the provisions of these Articles or the terms on which he holds his shares, is not entitled to attend and vote at any General Meeting of the Company shall not be entitled to receive notice of such Meeting. Regulation 134 of Table A shall be modified accordingly.

17.2 Any notice given by or on behalf of a member or a Director to the Company pursuant to these Articles may be given by leaving the same at or by sending the same by post to the registered office of the Company and, if sent by post, such notice shall be deemed to have been given 24 hours after the time of posting and service thereof shall be sufficiently proved by proving that the notice was duly despatched through the post in a prepaid envelope addressed as aforesaid.

18. Indemnity

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 of and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

R. Sholt

76 Jermyn Street
London, S.W.1.

Solicitor

✓

R.H. Inman

76 Jermyn Street
London, S.W.1.

Solicitor

✓

DATED *25th* day of *March* 1985

✓

WITNESS to the above Signatures:-

P. Young

76 Jermyn Street
London S.W.1.

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

1907833 / 5

Name of Company

* delete if
inappropriate

SHELFCO (NO.44) Limited*

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

211 Piccadilly, London W1A 4SA

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

☐

Number of continuation sheets attached (see note 1)

☐

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

Nabarro Nathanson
76 Jermyn Street
London SW1Y 6NR

1B/RGH/N33/201

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)	RICHARD GORDON HOLT	Business occupation	Solicitor
Previous name(s) (note 3)		Nationality	British
Address (note 4)	76 Jermyn Street, London SW1	Date of birth (where applicable) (note 6)	
Other directorships † See attached list			
I hereby consent to act as director of the company named on page 1			
Signature		Date 25.12.1985	

Name (note 3)	RUPERT HENRY ORCHARD	Business occupation	Solicitor
Previous name(s) (note 3)		Nationality	British
Address (note 4)	76 Jermyn Street, London SW1	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 25.12.1985	

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

Please do not
write in this
binding margin

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)	RUPERT HENRY ORCHARD	
Previous name(s) (note 3)		
Address (notes 4 & 7)	76 Jermyn Street, London SW1	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>R. H. Orchard</i>	Date 25.11.1985

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	<i>[Signature]</i>	[Subscriber] [Agent]†	Date	25.11.1985
Signature	<i>R. H. Orchard</i>	[Subscriber] [Agent]†	Date	25.11.1985

R.G. HOLT

Present and Past Directorships

Tavistock Payne & Co. Limited
Tavistock Payne & Co. (General) Limited
Stewart Savill Property Investment Company Limited
Paddock Wood Finishing School Limited
Regalparcs Limited

Lee-Webb Contracts Limited
Tyelite Limited
Surefire Productions Limited
Bagatelle Ready To Wear Limited
CAP Scientific Limited
CAP-CPP Micro Products Limited
AMA Advanced MicroElectronics Limited
The Microelectronics Applications
Research Institute Limited
Jivemead Limited
Clenbourne Properties Limited
Consultant Resources Limited
John Fitzgerald Limited
SSACO Limited
IMG Theatrical Presentation Limited
Marivial Company Limited
Simor (UK) Limited
Sunbeam Productions Limited
Watersprite Productions Limited
Alexandra House Management Co. Limited
Hunters Limited
E. Addleman (Burlington Arcade) Limited
American Homes and Land Sales Limited
Blackbird Music Publishing Limited
Ifico Nominees Limited
166 Amhurst Road Management Limited
Corroless International Limited



FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1907833

I hereby certify that

SHELFCO (NO.44) 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

23RD APRIL 1985

A.E. Phillips
MRS. A. E. PHILLIPS

an authorised officer