



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

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

1928818

Name of Company

PENTEX LIMITED

I, GERALD LEWIN  
of 84 STAMFORD HILL  
LONDON, N16 6XS

do solemnly and sincerely declare that I am Director of the company in the statement  
delivered under Section 21 of the Companies Act 1976

of PENTEX 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 10 LOCKMEAD ROAD  
LONDON, N. 15

Signature of Declarant

the 12<sup>th</sup> day of JUN 85

One thousand nine hundred and 85

before me

Solicitor having the powers conferred on a  
Commissioner for Oaths

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

A. A. Company Services  
84 Stamford Hill  
London N16 6XS  
01-806 0077 (3 Lines)

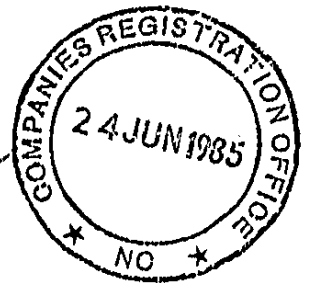
For official use  
New companies section



The Companies Acts, 1948 to 1981

COMPANY LIMITED BY SHARES

Memorandum of Association of  
**PENTEX LIMITED**



1928818

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

(a) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehousemen; storage contractors, shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers, specialists and contractors; decorators; painters; bricklayers, carpenters; shuttering manufacturers and erectors; joiners, public works contractors; plasterers, plumbers, electricians, shop front fitters; builders' and decorators' merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; welders; sheet metal workers; blacksmiths, motor engineers; garage proprietors; car hire service, taxi proprietors and operators; travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors; general engineers; tool makers; booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers; fishmongers and poultry merchants; farmers; florists, horticulturists; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers; perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists; printers, publishers, stationers, advertising and publicity agents; public relation specialists, consultants, business transfer agents and employment agents; computer operators, programmers and dealers; market research specialists; business advisers, mail order specialists; divers and cleaners; dry cleaners, proprietors of launderettes, excavation and demolition contractors; plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

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

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.



- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

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, addresses and descriptions are subscribed and 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
<p data-bbox="448 741 639 875">GERALD LEWIN 84, Stamford Hill, London. N16 6XS  Accountant</p> <p data-bbox="678 660 853 795"><i>GL</i></p> <p data-bbox="454 1122 758 1256">MICHAEL HOLDER 84, Stamford Hill, London. N16 6XS  Company Registration Agent</p> <p data-bbox="790 1041 965 1198"><i>[Signature]</i></p>	<p data-bbox="1236 728 1284 750">ONE</p> <p data-bbox="1109 772 1268 907"><i>/</i></p> <p data-bbox="1244 1108 1292 1131">ONE</p> <p data-bbox="1013 1041 1125 1198"><i>/</i></p>

Dated this *10th* day of *JUN 85* ✓

WITNESS to the above signatures -

VIVIENNE LEWIN  
84, Stamford Hill,  
London. N16 6XS  
  
Company Director

*V. L.*

COMPANY LIMITED BY SHARES

1928818

Articles of Association of

PENTEX LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3, 24, 53, 75, 88-94 (inclusive) 107, 108, 110 and 134 of Part 1 of Table A aforesaid (hereinafter referred to as Part 1 of Table A) shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part 1 of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each.
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.
5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register of any share whether or not it is a fully paid share.
7. The proviso to Regulation 32 of Part 1 of Table A shall not apply to the Company.

VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

9. Regulations 80-87 of Part 1 of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.
10. A Director who has disclosed his interest in accordance with Regulation 84(1) of Part 1 of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.
11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director: provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

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 of Director 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 an 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.

#### BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

#### MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst hold such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

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

#### SECRETARY

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.

#### DIRECTORS

20. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.

21. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. If any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and regulation 99 in Table A shall be modified accordingly.

#### SECRETARY

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

GERALD LEWIN  
84, Stamford Hill,  
London. N16 6XS



Accountant

MICHAEL HOLDER  
84, Stamford Hill,  
London. N16 6XS



Company Registration Agent

---

Dated this 10<sup>th</sup> day of Jun 85

WITNESS to the above signatures -

VIVIENNE LEWIN  
84, Stamford Hill,  
London. N16 6XS



Company Director

1

## THE COMPANIES ACTS 1948 TO 1981

**Statement of first directors and  
secretary and intended situation  
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type,  
bold block lettering

To the Registrar of Companies

For official use

1928818

Name of Company

PENTEX	Limited*
--------	----------

\* delete if  
inappropriateThe intended situation of the registered office of the company  
on incorporation is as stated below

84 STAMFORD HILL
LONDON .N.16 6XS

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

A. A. COMPANY SERVICES
84 STAMFORD HILL
LONDON .N.16 6XS

Number of continuation sheets attached (see note 1)

--

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

A. A. Company Services  
84 Stamford Hill  
London N16 6XS .  
01 - 806 0077 (3 Lines)

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)	GERALD LEWIN	Business occupation
		ACCOUNTANT
Previous name(s) (note 3)		Nationality
Address (note 4)	84 STAMFORD HILL	BRITISH
	LONDON.N.16 6XS	Date of birth (where applicable) (note 6)
Other directorships †		
BOMBER LIMITED		
I hereby consent to act as director of the company named on page 1		
Signature		Date 10 JUN 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

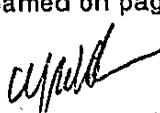
Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

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.

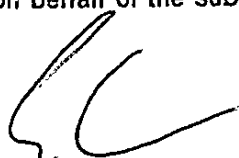
The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

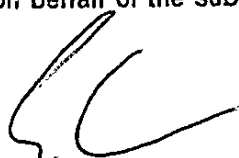
Name (notes 3 & 7)	MICHAEL HOLDER
Previous name(s) (note 3)	
Address (notes 4 & 7)	84 STAMFORD HILL
	LONDON.N.16 6XS
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 10 JUN 1985


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  on behalf of the subscribers of the memorandum\*

Signature  [Subscriber] † Date 10 JUN 1985

Signature  [Subscriber] † Date 10 JUN 1985

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1928818

I hereby certify that

PENTEX LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

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

5TH JULY 1985

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

an authorised officer