

G

COMPANIES FORM No. 12

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

12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1935

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

To the Registrar of Companies

For official use

For official use

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

2030512

Name of company

\* SPN OPERATIONS LIMITED /

Insert full  
name of Company

I, LISA McNALLY  
of 110 WHITCHURCH ROAD  
CARDIFF CF4 3LY

delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 110 WHITCHURCH ROAD  
CARDIFF

Declarant to sign below

the 20<sup>TH</sup> day of MAY  
One thousand nine hundred and EIGHTY SIX  
before me A. S. Jones

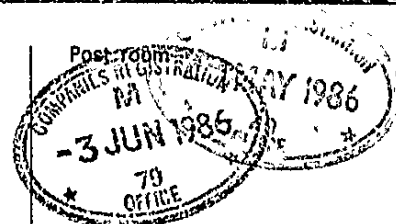
Lisa McNally

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

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

COMPANY SEARCHES LTD.  
LEGAL SERVICES  
110 WHITCHURCH ROAD  
CARDIFF, CF4 3LY

For official Use  
New Companies Section



The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of JPM OPERATIONS LIMITED

1. The Company's name is JPM Operations Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:

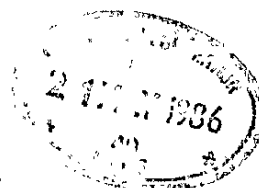
(A). To carry on all or any the businesses of amusement caterers, proprietors and operation of pleasure parks, amusement centres, fairgrounds, holiday and caravan parks, and to operate, sell, lease, deal in, let on hire, amusement, entertainment and gaming equipment, machines or devices of all kinds, and all kinds of automatic machines and devices of amusement; to carry on the business of proprietors and managers of places of entertainment and amusement, hotels, clubs, licensed premises, snack bars and catering establishments. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above objects or indirectly to enhance the value of or render more profitable any of the company's property.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

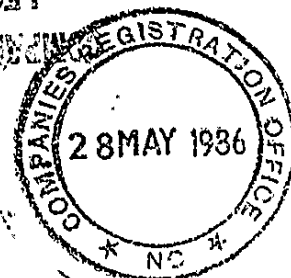
(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes



DATE TWO THIRTY  
KIVON HOUNGHOUM OFF  
LEGAL SERVICES  
2030512



of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in



another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

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

(S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

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

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND  
ADDRESSES OF  
SUBSCRIBERS.

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER.

-----  
L. McNally  
110 Whitchurch Road,  
Cardiff CF4 3LY.

ONE

*L. McNally*

S.R.L. Thomas  
110 Whitchurch Road,  
Cardiff CF3 3LY.

ONE

*S.R. Lloyd Thomas*

-----  
Dated the 19th day of May 1986

Witness to the above Signatures:

H.L. Owen,  
110 Whitchurch Road,  
Cardiff, CF4 3LY

*H.L. Owen*

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of JPM OPERATIONS LIMITED

2030512

#### PRELIMINARY

1.(a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as 'Table A'), shall apply to the Company.

(b) Regulations 24,35,40,73,74,75 and 77 to 81 inclusive of Table A shall not apply to the Company.

(c) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

#### SHARES

2.(a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital with which the Company was incorporated, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.

(b) Any offer or agreement in respect of relevant securities, which is

made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4.(a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to the provisions of Part V of the Act-

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.



(b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

#### LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

#### TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

#### PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".

9. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

10.(a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved."

(b) In regulation 59 of Table A, the second sentence shall be omitted.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

11. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 of the Act.

12. The Directors may appoint a person who is willing to act to be a

Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

13. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

14. The office of a Director shall be vacated if-

(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(d) he resigns his office by notice to the Company.

#### PROCEEDINGS OF DIRECTORS

15. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly. In regulation 64 of Table A for the word "two" there shall be substituted the word "one".

16. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

#### BORROWING POWERS

17. 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 80 of the Act, 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.

#### DIRECTORS' INTERESTS

18. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

#### INDEMNITY

19. Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or 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.

#### SECRETARY

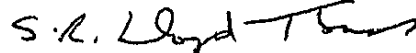
20. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.

#### NAMES AND ADDRESSES OF SUBSCRIBERS

-----  
L. McNally,  
110 Whitchurch Road,  
Cardiff CF4 3LY.



S.R.L. Thomas,  
110 Whitchurch Road,  
Cardiff CF4 3LY.



-----  
Dated the 19th day of May 1986

Witness to the above Signatures:

H.L. Owen,  
110 Whitchurch Road,  
Cardiff CF4 3LY.



Legal Assistant.



COMPANIES FORM No. 10

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

10

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

2030512

Name of company

\* JPM OPERATIONS LIMITED

\* insert full name  
of company

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

JPM HOUSE, HADFIELD ROAD,  
LECKWITH TRADING ESTATE  
CARDIFF

Postcode CF1 8AQ.

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

☐

COMPANY SEARCHES LTD.

LEGAL SERVICES

110 WHITCHURCH ROAD

CARDIFF, CF4 3LY

Postcode

Number of continuation sheets attached (see note 1)

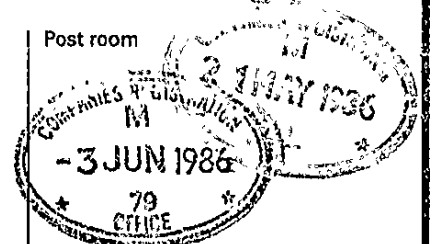
☐

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

COMPANY SEARCHES LTD.  
LEGAL SERVICES  
110 WHITCHURCH ROAD  
CARDIFF, CF4 3LY

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 margin

Name (note 3)		Business occupation	
HOWARD JOHN PARKER		COMPANY DIRECTOR	
Previous name(s) (note 3) NONE		Nationality	
Address (note 4) WOODLANDS' CRYFYN LANE		BRITISH	
PETERSTON SUPER ELY S. GLAM S. WALES.		Date of birth (where applicable)	
Postcode		(note 6)	
Other directorships † JPM (AUTOMATIC MACHINES) LTD, JPM HOLDINGS LTD, PBR ELECTRONIC DESIGNS LIMITED, COIN DEVELOPMENTS (EXPORT) LTD, JPM (PRINTERS) LTD, JIM (VIDEO) LTD, MISTONE LTD			
I consent to act as director of the company named on page 1			
Signature <i>H. Parker</i>		Date 19.5.86	

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

Name (note 3)		Business occupation	
PHILIP DONALD WALTERS		CHARTERED ACCOUNTANT	
Previous name(s) (note 3) NONE		Nationality	
Address (note 4) 120 CYNCOED ROAD, CYNCOED, CARDIFF		BRITISH	
Postcode CF2 6PL.		Date of birth (where applicable)	
(note 6)			
Other directorships †			
NONE			
I consent to act as director of the company named on page 1			
Signature <i>P. D. Walters</i>		Date 17.5.86	

Name (note 3)		Business occupation	
ERNEST BEAVER.		COMPANY DIRECTOR.	
Previous name(s) (note 3) NONE		Nationality	
Address (note 4) "WOODS EDGE" BONMANS WAY, COWBRIDGE, S. GLAMORGAN.		BRITISH.	
Postcode		Date of birth (where applicable)	
(note 6)			
Other directorships † JPM (AUTOMATIC MACHINES) LTD; JPM HOLDINGS LTD; PBR ELECTRONIC DESIGNS LTD; COIN DEVELOPMENTS (EXPORT) LTD; JPM (PRINTERS) LTD; JPM (VIDEO) LTD; MISTONE LTD; JPM OVERSEAS DEVELOPMENTS LTD;			
I consent to act as director of the company named on page 1			
Signature <i>X E. Beaver</i>		Date 19.5.86	

Please do not  
write in  
this margin

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

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)	
LISA McNALLY	
Previous name(s) (note 3)	
None	
Address (notes 4 & 7)	
110 WHITCHURCH ROAD	
CARDIFF	
Postcode	CF4 3L7
I consent to act as secretary of the company named on page 1	
Signature	Date
Lisa McNally	19.5.86

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is  
signed by the  
subscribers

S. R. Lloyd Thomas	Date
Signature of agent on behalf of subscribers	19.5.86

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2030512

I hereby certify that

JPM OPERATIONS 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

23RD JUNE 1986

  
M. SAUNDERS (MRS)

an authorised officer



COMPANIES FORM No. 224

Notice of accounting reference date  
(to be delivered within 6 months of  
incorporation)

224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

116

2030512

Name of company

\* JPM OPERATIONS LIMITED

\* insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:

Important  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

30 09

5 April  
Day Month

05 04

30 June  
Day Month

30 06

31 December  
Day Month

31 12

† Delete as  
appropriate

Signed

J. R. [Signature]

[Director][Secretary]† Date 27<sup>th</sup> JUNE 1986

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

For official Use  
General Section

Post room





Chartered Accountants

Tudor House  
16 Cathedral Road  
Cardiff CF1 6PN  
Telephone 0222 239944  
Telex 498109  
Facsimile 0222 238838

Your ref:

Our ref: CJ/JWM

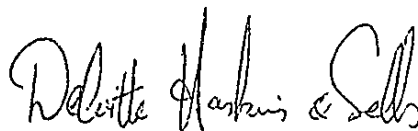
16th December 1987

I R Davies Esq  
Company Secretary  
JPM Operations Limited  
Leckwith Industrial Estate  
Hadfield Road  
CARDIFF

Dear Sir

In accordance with section 390 of the Companies Act 1985, we are writing to you to resign as joint auditors to the company forthwith. There are no circumstances connected with our resignation that we consider ought to be brought to the notice of the company's members or creditors.

Yours faithfully



Deloitte Haskins & Sells





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

# 225(1)

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

--	--	--

2030512

Name of Company

JPM Operations 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 having come, to an end is as shown below:

Day Month

28/02

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

28/02/1988

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

Whitbread and Company, PLC

company number 29423

the accounting reference date of which is 28/02

Signed

*S. J. Charnock*

[Director][Secretary] Date

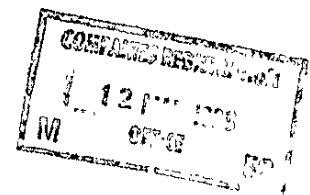
9<sup>TH</sup> March 1988

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

The Secretary  
Brewery  
Chiswell Street  
London  
EC1Y 4SD

For official Use  
General Section

Post room



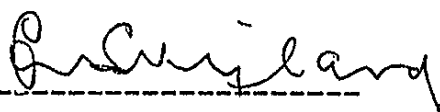
No. of Company : 2030512

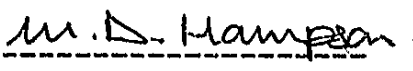
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
of  
JPM OPERATIONS LIMITED

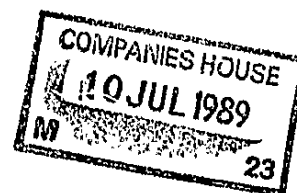
We, the undersigned, being all the members for the time being of the above-named Company entitled to receive notice and to attend and vote at general meetings hereby pass the following resolution as a special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held:

IT WAS RESOLVED THAT the Company being dormant within the meaning of section 252, Companies Act 1985, the Company be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.

Date: 19 May 1989

  
-----  
For and on behalf of  
Whitbread and Company,  
Public Limited Company

  
-----  
For and on behalf of  
Whitbread Nominees  
Limited



No of Company: 2030512

COMPANIES ACT 1985  
ELECTIVE RESOLUTION  
OF  
JPM OPERATIONS LIMITED

The following resolution was passed as a Elective Resolution of the Company by way of a written resolution signed by all the Members of the Company on 31st July, 1990:

IT WAS RESOLVED THAT:

1. pursuant to section 30A of the Companies Act 1985 the provisions of the said section shall apply to the Company instead of the provisions of section 80 (4) and (5) of the said Act in relation to the giving or renewal of an authority under that section;
2. pursuant to section 252 Companies Act 1985, the Company shall dispense with the laying of accounts before the Company in general meeting;
3. pursuant to section 366A Companies Act 1985 the Company shall dispense with the holding of annual general meetings; and
4. pursuant to sections 369 (4) and 378 (3) Companies Act 1985 the provisions of sections 369 and 378 Companies Act 1985 shall have effect as if for the references to ninety five per cent there were substituted references to ninety per cent.

Date: 31st July 1990

...*Flavia F. Dobbie*.....  
Secretary



COMPANY NUMBER: 2030512



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
JPM OPERATIONS LIMITED

The following resolution was passed as a Special Resolution of the Company by way of a written resolution signed by all the members of the Company:

IT WAS RESOLVED THAT the name of the Company be changed to Shewell Limited.

*JS*  
*22/9*

Date: 15 AUGUST 1992

Secretary: Nicola J Fenton



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2030512

I hereby certify that

**JPM OPERATIONS LIMITED**

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

**SHEWELL LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 22 SEPTEMBER 1992

  
P. BEVAN

an authorised officer

G

**COMPANIES FORM No. 225(1)**  
**Notice of new accounting reference**  
**date given during the course of**  
**an accounting reference period**

**225(1)**

Pursuant to section 225(1) of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company number

2030512

Name of company

Shewell 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

0 1 0 3

Day Month Year

0 1 0 3 1 9 9 4

\* delete as appropriate

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

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]\* undertaking of  
Whitbread PLC

\_\_\_\_\_, company number 29423  
the accounting reference date of which is 01/03

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 the second part of section 225(4) 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.

‡ Insert Director,  
Secretary  
Etc

Signed Nicola J Fenton Designation ‡ SECRETARY Date 4-5-93

Presenter's name address  
telephone no. and reference (if any):

The Secretary  
Brewery  
Chiswell Street  
London  
EC1Y 4SD

BLUEPRINT

CH APP

For official use  
D.E.B.

Post room

COMPANIES HOUSE  
13 MAY 1993  
M 63