

# G

COMPANIES FORM No. 12

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

2150457  
**12**

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

\* Insert full  
name of Company

Name of company

\* COURSEWOOD LIMITED

I, SUNDER MANSUKHANI  
of 183-185 Bermondsey Street  
London SE1 3UW

† 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 88 Bilton Road  
Greenford, Middlesex UB6 7BW

Declarant to sign below

the 1st day of June  
One thousand nine hundred and eighty-seven  
before me [Signature]

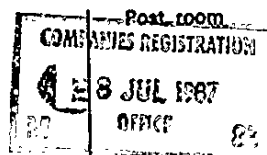
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

88, BILTON ROAD,  
GREENFORD, MIDDLESEX  
UB6 7BW

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

STEPHEN COX LAW SERVICES  
01-407 1982

For official Use  
New Companies Section



**G**

## COMPANIES FORM No. 10

**10****Statement of first directors  
and secretary and intended  
situation of registered office**Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Name of company

\* Insert full name  
of company

* <b>COURSEWOOD</b>	<b>LIMITED</b>
---------------------	----------------

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

183-185 Bermondsey Street	
London	
Postcode	SE1 3UW

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**

STEPHEN COX LAW SERVICES LTD	
183-185 Bermondsey Street	
London	Postcode SE1 3UW

Number of continuation sheets attached (see note 1)

Presentor's name address and  
reference (if any):STEPHEN COX LAW SERVICES  
LTD

01-407 1982

For official Use  
General Section

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
SUNDER MANSUKHANI		Director
Previous name(s) (note 3)		Nationality
Address (note 4)		British
183-185 Bermondsey Street		Date of birth (where applicable)
London	Postcode SE1 3UW	(note 6)
Other directorships †		
STEPHEN COX LAW SERVICES LTD.		
STEPHEN COX & CO. (LEGAL SERVICES) LIMITED		
STEPHEN COX & CO. (MICROFILMING) LIMITED		
SOLICITORS & GENERAL TYPEWRITING CO. LIMITED		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 15 <sup>th</sup> June 1987

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

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)	
JOHN PENGELLY DENCH	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
183-185 Bermondsey Street	
London	Postcode SE1 3UW
I consent to act as secretary of the company named on page 1	
Signature <i>John P. Dench</i>	Date 15 <sup>th</sup> June 1987

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

Signature of agent on behalf of subscribers <i>[Signature]</i>	Date 15 <sup>th</sup> June 1987
--	---------------------------------

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

2156451

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES.

# Memorandum of Association

OF

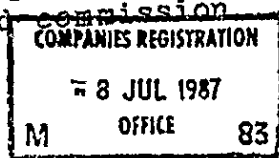
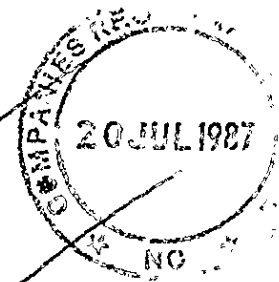
COURSEWOOD LIMITED

1. The name of the Company is COURSEWOOD LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) (1) To carry on business as motor garage proprietors, motor car, motor cycle and cycle manufacturers, motor car agents and dealers, manufacturers of and dealers in caravans and caravan equipment and accessories, motor engineers, general engineers and electricians, motor car and cab proprietors, metal and alloy makers, refiners and workers, joiners and cabinet makers, wood and timber merchants; refreshment caterers, confectioners, tobacconists and bakers, and to manufacture, own, buy, sell either for cash or credit, hire purchase or deferred payment or otherwise let on hire, repair, cellulose, paint and generally deal in motor cars, coaches, vans, lorries, omnibuses, motor cycles, cycles, boats, aircraft, agricultural machinery and mechanically propelled vehicles and vessels of every description, engines, bodies, hulls, tyres, petrol and oil, and all kinds of fuel, accessories, components, apparatus and requisites concerned with the manufacture and upkeep of such vehicles and machinery.

(2) To carry on the business of car hire, taxi and motor coach services, hirers of cars and other means of conveyance either with drivers or for driving by the hirer; to undertake any agency or commission work and to carry on business as motor car driving instructors and teachers of motor construction, maintenance, testing and repair.

(3) To carry on business as haulage contractors, lightermen and carriers of passengers and goods; railway, shipping, chartering, forwarding and transport agents, stevedores, wharfingers, carmen, carting contractors and agents, cargo superintendents, packers, hauliers and ware-housemen, and to undertake and transact agency and commission work of all kinds.



Not used £1000.00  
006678

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

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

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

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

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

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

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or

incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

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

(J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

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

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

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

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

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

(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.



It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of 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
 SUNDER MANSUKHANI 183-185 Bermondsey Street, London, SE1 3UW.	ONE
 JOHN P. DENCH 183-185 Bermondsey Street, London, SE1 3UW.	ONE

DATED 1st June 1987.

WITNESS to the above signatures :-

  
MANZOOR M. SHAIKH  
183-185 Bermondsey Street,  
London, SE1 3UW.

---

COMPANY LIMITED BY SHARES.

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**Articles of Association**  
**OF**  
**COURSEWOOD LIMITED**

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.

2. Regulations 8, 24, 64, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

SHARES

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

- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and
- (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

are prohibited.

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

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

#### LIEN

6. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### TRANSFER AND TRANSMISSION

7. Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

8. Subject as hereinafter provided

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be

transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

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

#### GENERAL MEETING

9. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

#### DIRECTORS

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

11. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under Section 10(2) of the Act.

#### ROTATION OF DIRECTORS

12. In regulation 73 of Table A, after the words "the number nearest to" shall be inserted the words "but not exceeding" and all the words after the semi-colon shall be omitted.

#### PROCEEDINGS OF DIRECTORS

13. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

#### SECRETARY

14. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

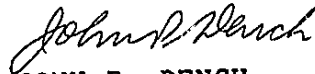
#### INDEMNITY

15. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of section 310 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names and Addresses of Subscribers



SUNDER MANSUKHANI  
183-185 Bermondsey Street,  
London, SE1 3UW.



JOHN P. DENCH  
183-185 Bermondsey Street,  
London, SE1 3UW.

DATED 1st June 1987.

WITNESS to the above signatures :-



MANZOOR M. SHAIKH  
183-185 Bermondsey Street,  
London, SE1 3UW.

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2156457

I hereby certify that

**COURSEWOOD 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 21 AUGUST 1987

*P.A. Rowley*  
MRS P.A. ROWLEY

an authorised officer

Company Number 2156457

THE COMPANIES ACT 1985

Company Limited by Shares

R E S O L U T I O N

- of -

COURSEWOOD LIMITED

(Passed on the 5th day of January 1988)

At an Extraordinary General Meeting of the above-named Company duly convened and held at Roxburghe House, 273-287 Regent Street, London W1A 4SQ on the 5th day of January 1988 at 11.30 am the following Resolution was duly passed as a Special Resolution of the Company.

S P E C I A L R E S O L U T I O N

That the name of the Company be changed to "WINNINGTON HOLDINGS LIMITED" and that the Memorandum and Articles of Association be duly amended to reflect the change of name.

.....  
(Chairman)

COMPANIES REGISTRATION  
- 7 JAN 1988  
M OFFICE 56

OUTST40

059006



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2156457

I hereby certify that

**COURSEWOOD LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of  
**WINNINGTON HOLDINGS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 1 FEBRUARY 1988

A handwritten signature in ink, followed by a circular official stamp of the Companies Registration Office, Cardiff.

W.A.C.R.O. CARDIFF

an authorised officer

THE COMPANIES ACT 1985

Company Limited by Shares

R E S O L U T I O N

- of -

COURSEWOOD LIMITED

(Passed on the 18th day of January 1988)

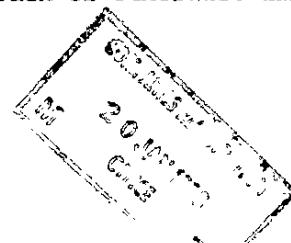
At an Extraordinary General Meeting of the above-named Company duly convened and held at Roxburghe House, 273-287 Regent Street, London W1A 4SQ on the 18th day of January 1988 at 10.00 am the following Resolution was duly passed as a Special Resolution of the Company.

S P E C I A L R E S O L U T I O N

That the Company's Memorandum be altered as follows:-

- 1 That Sub Clause (A) be deleted and the following substituted therefor:-

(A) (1) To purchase, take on lease, or in exchange, or otherwise acquire, sell, deal in, take and grant options on, or hold as an investment, any lands or buildings wherever situate, or rights and interest therein, and to manage, farm or let (whether furnished or unfurnished) the same or any part thereof for any period and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof and to construct and erect houses, flats, shops, factories, offices, warehouses and buildings of any kind thereon; to lay out roads and pleasure gardens and recreation grounds; to pull down, alter, or improve buildings, to plant, drain or otherwise improve the

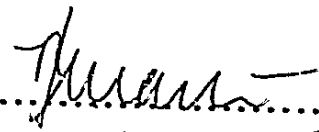


land or any part thereof; and to improve and fix electric, gas and water fittings and to carry on business as builders and decorators, joiners, plumbers, carpenters, engineers, electricians, sanitary engineers, merchants and dealers in builders' and decorators' requisites of all kinds.

(2) To purchase or otherwise acquire, hold as an investment and deal in shares, debentures, stocks, bonds, scrip or other securities, businesses, policies of insurance, patents, copyrights and such other property real or personal and rights and interests in property.

(3) To carry on business as bankers, financiers, guarantors, capitalists, concessionaires, commercial agents, mortgage brokers, financial agents and advisers, insurance agents, estate agents and advisers, insurance brokers, business transfer agents and to advance and borrow money, negotiate loans and to lend money for any purpose or object, with or without security, including the lending of money to finance hire purchase agreements in respect of any property or assets.

- 2 That Sub Clauses (C) and (D) of Clause 3 be deleted and the remaining Sub Clauses relettered accordingly.

..........  
(Chairman)

**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full name  
of company

To the Registrar of Companies

For official use

Company number

--	--	--	--

2156457

Name of company

\* COURSEWOOD LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 5 JANUARY 1988 the nominal capital of the company has been  
increased by £ 9,900 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached.<sup>5</sup>

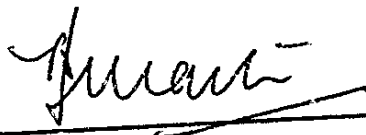
<sup>5</sup> the copy must be  
printed or in some  
other form approved  
by the registrar

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

The new shares rank pari passu in all respects with the existing  
shares of the Company.

Please tick here if  
continued overleaf☐† delete as  
appropriate

Signed



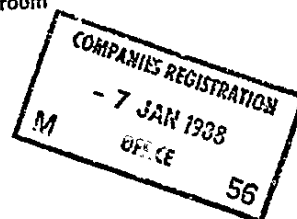
[Director] [Secretary] † Date 5 January 1988

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

Hamlin Slowe  
Roxburghe House  
273-287 Regent Street  
London W1A 4SQ

For official Use  
General Section

Post room

**oyez**

The Solicitors' Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

1985 Edition  
F5563 7-85  
\*\*\*

Companies G123

**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**Please do not  
write in this  
marginPursuant to section 225(1) of the Companies Act 1985  
as amended by Schedule 13 to the Insolvency Act 1986Please complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full name  
of company**Note**  
Please read notes  
1 to 4 overleaf  
before completing  
this form† delete as  
appropriate

To the Registrar of Companies

For official use

Company number

2156457

Name of company

\* WINNINGTON HOLDINGS LIMITED

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

Day Month

3 1 1 2

Day Month Year

3 1 1 2 1 9 8 8

The current accounting reference period of the company is to be treated as ~~shortened~~ <sup>shortened</sup> ~~extended~~ <sup>extended</sup>† 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 section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a ~~subsidiary~~ <sup>holding company</sup>† of NEW CALIBRE LIMITED  
\_\_\_\_\_, company number 2223825  
the accounting reference date of which is 31st December

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

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

Signed

Designation†

Date

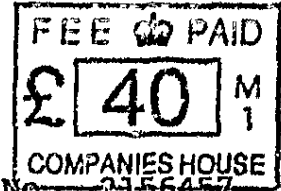
Presentor's name address and  
reference (if any):HAMLIN SLOWE  
Roxburgh House  
273/287 Regent Street  
London W1A 4SQFor official Use  
General Section

Post room.

CLASSIFIED  
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Company No. 2156457

THE COMPANIES ACT 1985

R E S O L U T I O N

- of -


WINNINGTON HOLDINGS LIMITED

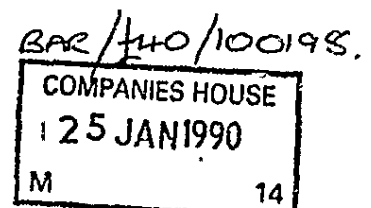
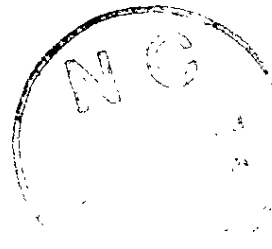
(Passed on the 18th day of January 1990)

At an Extraordinary General Meeting of the above named Company duly convened and held at 409 Brighton Road South Croydon Surrey CR2 6ES on the 18th day of January 1990 the following Resolution was duly passed as a Special Resolution of the Company.

S P E C I A L   R E S O L U T I O N

"That the name of the Company be changed to Greenoaks (Maidenhead) Limited".

  
.....



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2156457

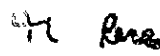
I hereby certify that

**WINNINGTON HOLDINGS LIMITED**

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

**GREENOAKS (MAIDENHEAD) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 6 FEBRUARY 1990

  
M. ROSE

an authorised officer

# DH DALY, HOGGETT & CO.

CHARTERED ACCOUNTANTS

8-11 Mortimer Street · London · W1N 7RH  
Telephone 01-637 7806 (4 lines)  
Fax 01-255 2869

Your Ref

Our Ref

AH/JM

Date

23rd February 1990

B J Martin Esq.,  
Company Secretary  
Winnington Holdings Limited  
P O Box 4SQ  
Roxburgh House  
273-287 Regent Street  
London W1A 4SQ

2156457

28 FEB 1990

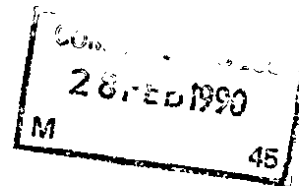
Dear Sir,

Winnington Holdings Limited & Winnington Limited  
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We hereby confirm the resignation of this firm as auditors to the above companies with immediate effect and further confirm that there are no matters concerning our resignation that would require to be brought to the attention of the members.

Yours faithfully.

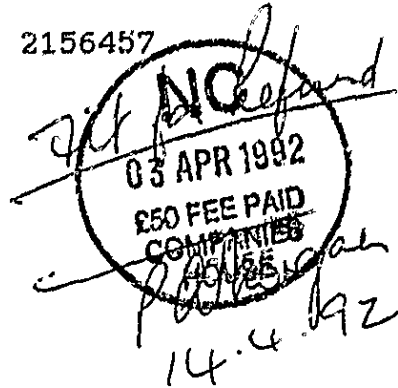
  
Daly, Hoggett & Co.





Company Number 2156457

THE COMPANIES ACT 1985  
Company Limited by Shares



R E S O L U T I O N

- of -

GREENOAKS (MAIDENHEAD) LIMITED

(Passed on the 25th day of March 1992)

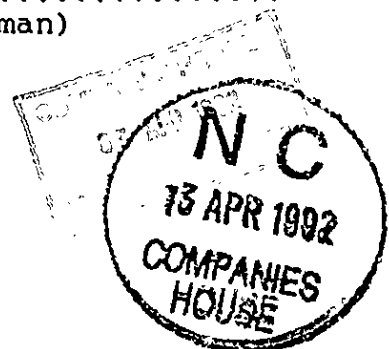
At an Extraordinary General Meeting of the above-named Company duly convened and held at 273-283 Bath Road, Slough, Berkshire, on the 25th day of March 1992 the following Resolution was duly passed as a Special Resolution of the Company.

S P E C I A L   R E S O L U T I O N

That the name of the Company be changed to "GREENOAKS LIMITED" and that the Memorandum and Articles of Association be duly amended to reflect the change of name.

A handwritten signature in black ink, appearing to be 'A. H. S.', written over a dotted line.

(Chairman)



Company Number 2156457

THE COMPANIES ACT 1985

Company Limited by Shares

R E S O L U T I O N

- of -

GREENOAKS (MAIDENHEAD) LIMITED

(Passed on the 27th day of October 1993)

At an Extraordinary General Meeting of the above-named Company duly convened and held at 273-283 Bath Road, Slough, Berkshire on the 27th day of October 1993 the following Resolution was duly passed as a Special Resolution of the Company:-

S P E C I A L R E S O L U T I O N

That the Memorandum and Articles of Association contained in the document produced to the Meeting a copy of which being initialled by the Chairman of the Meeting for the purposes of identification is attached hereto be and are hereby adopted forthwith as the Memorandum and Articles of Association of the Company.



Chairman of the Meeting



No. 2156457

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

# Memorandum

AND

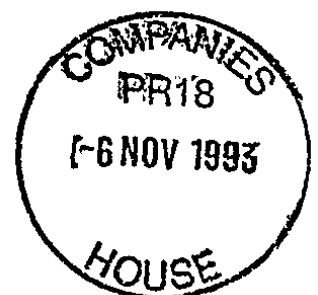
# Articles of Association

OF

GREENOAKS (MAIDENHEAD) LIMITED

(adopted by Special Resolution dated 27th October 1993)

Incorporated 27th August 1987



THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES.

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# Memorandum of Association

OF

GREENOAKS (MAIDENHEAD) LIMITED

1. The name of the Company is GREENOAKS (MAIDENHEAD) LIMITED
2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) (1) To carry on business as motor garage proprietors, motor car, motor cycle and cycle manufacturers, motor car agents and dealers, manufacturers of and dealers in caravans and caravan equipment and accessories, motor engineers, general engineers and electricians, motor car and cab proprietors, metal and alloy makers, refiners and workers, joiners and cabinet makers, wood and timber merchants; refreshment caterers, confectioners, tobacconists and bakers, and to manufacture, own, buy, sell either for cash or credit, hire purchase or deferred payment or otherwise let on hire, repair, cellulose, paint and generally deal in motor cars, coaches, vans, lorries, omnibuses, motor cycles, cycles, boats, aircraft, agricultural machinery and mechanically propelled vehicles and vessels of every description, engines, bodies, hulls, tyres, petrol and oil, and all kinds of fuel, accessories, components, apparatus and requisites concerned with the manufacture and upkeep of such vehicles and machinery.

(2) To carry on the business of car hire, taxi and motor coach services, hirers of cars and other means of conveyance either with drivers or for driving by the hirer; to undertake any agency or commission work and to carry on business as motor car driving instructors and teachers of motor construction, maintenance, testing and repair.

(3) To carry on business as haulage contractors, lightermen and carriers of passengers and goods; railway, shipping, chartering, forwarding and transport agents, stevedores, wharfingers, carmen, carting contractors and agents, cargo superintendents, packers, hauliers and warehousemen, and to undertake and transact agency and commission work of all kinds.

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

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

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

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

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

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

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or

incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

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

(J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

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

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

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

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

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

(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of 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
SUNDER MANSUKHANI 183-185 Bermondsey Street, London, SE1 3UW.	ONE
JOHN P. DENCH 183-185 Bermondsey Street, London, SE1 3UW.	ONE

DATED 1st June 1987

WITNESS to the above signatures :-

MANZOOR M. SHAIKH  
183-185 Bermondsey Street,  
London, SE1 3UW.



THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES.

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# Articles of Association

OF

GREENOAKS (MAIDENHEAD) LIMITED

## PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.

2. Regulations 8, 24, 64, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

## SHARES

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

- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and
  - (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public
- are prohibited.

19-11193

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

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

#### LIEN

6. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### TRANSFER AND TRANSMISSION

7. Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

8. Subject as hereinafter provided

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be

transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

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

#### GENERAL MEETING

9. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

#### DIRECTORS

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

11. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under Section 10(2) of the Act.

#### ROTATION OF DIRECTORS

12. In regulation 73 of Table A, after the words "the number nearest to" shall be inserted the words "but not exceeding" and all the words after the semi-colon shall be omitted.

#### PROCEEDINGS OF DIRECTORS

13. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

#### SECRETARY

14. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

#### INDEMNITY

15. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of section 310 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names and Addresses of Subscribers

SUNDER MANSUKHANI  
183-185 Bermondsey Street,  
London, SE1 3UW.

JOHN P. DENCH  
183-185 Bermondsey Street,  
London, SE1 3UW.

DATED 1st June 1987.

WITNESS to the above signatures :-

MANZOOR M. SHAIKH  
183-185 Bermondsey Street,  
London, SE1 3UW.

BRIAN J. MARTIN LIMITED  
SOLICITOR

YOUR REF

OUR REF

4th November 1993

2, ARKWRIGHT ROAD  
SANDERSTEAD  
SURREY  
CR2 0LD

The Registrar of Companies,  
Companies House,  
Crown Way,  
Cardiff CF4 3UZ.

Dear Sir,

re Greenoaks (Maidenhead) Limited - No. 2156457

I enclose the Special Resolution dated 27th October 1993 to adopt new Memorandum and Articles of Association of the Company together with a copy of that document duly initialled by the Chairman of the meeting, and a spare copy of this letter which please stamp and return by way of acknowledgement.

Yours faithfully,



for Brian J. Martin Limited

