

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 1985

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

To the Registrar of Companies

For official use

For official use

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

| |
|---------|
| 2304655 |
|---------|

Name of company

| | |
|----------------------|---------|
| * NESTBOARD SERVICES | LIMITED |
|----------------------|---------|

* insert full
name of Company

I, Beverley Hicksof BRIDGE HOUSE, 181 QUEEN VICTORIA STREET, LONDON EC4V 4DD

* 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 BRIDGE HOUSE,
181 QUEEN VICTORIA STREET, LONDON
EC4V 4DD

Declarant to sign below

the 23rd day of September
One thousand nine hundred and eighty eight
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.

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

WILLIAM SATHILL LTD,
Bank of India,
181 QUEEN VICTORIA STREET,
LONDON, EC4V 4DD
Tel: 248 2387

For official Use
New Companies Section

Post room 81903

**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

To the Registrar of Companies

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

For official use

Name of company

* insert full name
of company

| |
|----------------------|
| * NESTBOARD SERVICES |
| LIMITED |

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

| |
|---------------------------|
| BRIDGE HOUSE |
| 181 QUEEN VICTORIA STREET |
| LONDON EC4V 4DD |
| Postcode |

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

☐

| |
|------------------------------------------|
| WILDMAN & BATTELL LIMITED |
| BRIDGE HOUSE, 181 QUEEN VICTORIA STREET, |
| LONDON EC4V 4DD |
| Postcode |

Number of continuation sheets attached (see note 1)

☐

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

Wildman & Battell Ltd
Bridge House
181 Queen Victoria Street
London EC4V 4DD

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) | | KIM SKEOCH | | Business occupation | |
| | | | | COMPANY DIRECTOR | |
| Previous name(s) (note 3) | | | | Nationality | |
| Address (note 4) | | BRIDGE HOUSE | | BRITISH | |
| | | 181 QUEEN VICTORIA STREET | | Date of birth (where applicable) | |
| | | LONDON | Postcode | EC4V 4DD | (note 6) |
| Other directorships † | | | | | |
| WILDMAN & BATTELL LIMITED | | | | | |
| TOUR CARS LIMITED | | | | | |
| | | | | | |
| I consent to act as director of the company named on page 1 | | | | | |
| Signature | | | | Date 25 SEP 1988 | |

† 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) BEVERLEY HICKS | |
| Previous name(s) (note 3) BANKS | |
| Address (notes 4 & 7) BRIDGE HOUSE | |
| 181 QUEEN VICTORIA STREET | |
| LONDON | Postcode EC4V 4DD |
| I consent to act as secretary of the company named on page 1 | |
| Signature <i>B. Hicks</i> | Date 23 SEP 1988 |

| | |
|--------------------------------------------------------------|----------|
| 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

| | |
|------------------------------------------------------------------|------------------|
| for and on behalf of:- | |
| WILDMAN & BATTELL LIMITED | |
| Signature of agent on behalf of subscribers <i>J. W. Battell</i> | Date 23 SEP 1988 |

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 |

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

NESTBOARD SERVICES LIMITED

2304655

1. The name of the Company is "NESTBOARD SERVICES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, 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 and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers and 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; double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communications, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars and other vehicles; transport and haulage contractors; general engineers; tool makers; booking agents and managers for theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all its 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; landscape gardeners and designers; 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

WILDMAN & BATTELL LTD.,
BRIDGE HOUSE,
181 QUEEN VICTORIA STREET,
LONDON, EC4V 4DD
Tel: 248 2387

1.

Noted

2304655/

electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentlemen's outfitters; boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; printers, publishers writers, authors and journalists; stationers; advertising and publicity agents; public relation specialists; consultants, draughtsmen and exhibition specialists; seminars, lecturers, conventions, salesmen and demonstrators; conference and training specialists and organisers; business transfer agents; employment agents; computer operators, programmers and dealers; market research specialists; business advisers; mail order specialists; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of launderettes; excavation and demolition contractors; plant hirers; scrap iron and waste merchants; and to licence, conduct, operate, register and protect any franchise; and to carry on all or any of the said businesses 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 or otherwise 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 purse 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 whether incorporated or not 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 of 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 £1.00 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

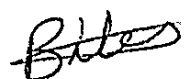
NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of shares
Taken by each
subscriber


KIM SKEOCH,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

ONE

Company Director.


BEVERLEY HICKS,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

ONE

Secretary.

DATED this 23rd day of September, 1988.

WITNESS to the above signatures -


J. WARNE,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

Secretary.

The Companies Act 1985

COMPANY LIMITED BY SHARES

Articles of Association

OF

NESTBOARD SERVICES LIMITED

PRELIMINARY

1. Regulations 2, 3, 24, 64, 84, 94 and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

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

3. 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.

4. (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall be excluded from applying to the Company.

(b) Subject to paragraph (a) of this Article the Directors are authorised in accordance with section 89 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date. This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution.

5. Subject to the provisions of Chapter VII of Part V of the Act any 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 shares 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 the transfer of any share whether or not it is a fully paid share.

VOTES OF MEMBERS

7. 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

8. A Director who has disclosed his interest and the interest of any person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with the Director and, in the case of an alternate director, any interest of his appointor, in accordance with Regulation 85 of Table A and Section 317 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.

9. Any 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.

10. 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.

11. The Company shall not be subject to Section 293 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.

12. The office of a Director shall be vacated :

- (1) In any of the circumstances specified in article 81 of Table A (any resignation of office being by notice in writing); or
- (2) If he is removed from office by a resolution duly passed under Section 303 of the Act.

MANAGING DIRECTORS AND MANAGERS

13. 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 to remuneration and otherwise) 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 holding 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.

SECRETARY

14. Subject to the provisions of the Act, 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

15. 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, and shall also be given to the directors and the auditors.


FIRST DIRECTORS

16. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be KIM SKEOCH.

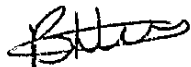
FIRST SECRETARY

17. The first Secretary of the Company shall be BEVERLEY HICKS.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


KIM SKEOCH,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

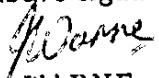
Company Director.


BEVERLEY HICKS,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

Secretary.

DATED this 23rd day of September, 1988.

WITNESS to the above signatures -


J. WARNE,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

Secretary.

FILE COPY



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

No. 2304655

I hereby certify that

NESTBOARD SERVICES 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 12 OCTOBER 1988

A handwritten signature in black ink, appearing to read 'J. D. Cawley'.

MR. J. D. CAWLEY
an authorised officer