

**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

\* insert full  
name of Company

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

Name of company

\* \_\_\_\_\_

BONUSDALE LIMITED

I, Frederick Paul Curtis  
of 373 Cambridge Heath Road  
London  
E2 9RA

† 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 450 Hackney Road  
London

Declarant to sign below

the 3<sup>rd</sup> day of October  
One thousand nine hundred and eighty-eight  
before me [Signature] A.R. JOSLIN

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):

CURTIS BUSINESS SERVICES LTD  
373 Cambridge Heath Road  
London E2 9RA  
Telephone: 739 6740  
Fax: 739 6763

For official Use  
New Companies Section

Post room

COMPANIES ACT 1985  
3 OCT 1988  
IN 5 P 05 01

**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

For official use

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

Name of company

\* insert full name  
of company

BONUSDALE LIMITED

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

373 CAMBRIDGE HEATH ROAD

LONDON

Postcode E2 9RA

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

CURTIS BUSINESS SERVICES LIMITED

373 CAMBRIDGE HEATH ROAD

LONDON

Postcode E2 9RA

Number of continuation sheets attached (see note 1)

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

For official Use  
General Section

Post room

COMPANIES REGISTRATION

3 OCT 1988

M 01 25

The name and particulars of the person who is to be the first director of the company are as follows :

Please do not write in this margin

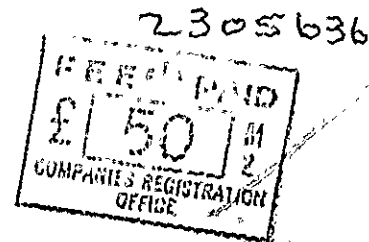
Name (note 3) <i>FREDERICK PAUL CURTIS</i>		Business occupation <i>COMPANY REGISTRATION AGENT</i>	
Previous name(s) (note 3)		Nationality <i>BRITISH</i>	
Address (note 4) <i>373 CAMBRIDGE HEATH ROAD</i>		Date of birth (where applicable) (note 6) <i>NA</i>	
<i>LONDON</i>			
	Postcode	<i>E2 9RA</i>	
Other directorships †			
<i>NONE</i>			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date <i>14 SEP 1993</i>	

The name and particulars of the person who is to be the first secretary of the company are as follows :

Name (notes 3 & 7) <i>LUCIENE MAUREEN JAMES</i>	
Previous name(s) (note 3)	
Address (notes 4 & 7) <i>373 CAMBRIDGE HEATH ROAD</i>	
<i>LONDON</i>	
	Postcode <i>E2 9RA</i>
I consent to act as secretary of the company named on page 1	
Signature <i>[Signature]</i>	Date <i>14 SEP 1993</i>

Signature of agent on behalf of subscribers <i>[Signature]</i>	Date <i>14 SEP 1993</i>
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The Companies Act 1985  
Private Company Limited by Shares  
MEMORANDUM OF ASSOCIATION

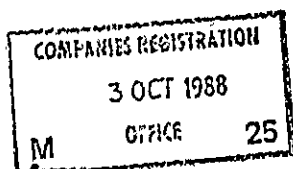


of

BONUSDALE LIMITED

BONUSDALE LIMITED

- 1 The Company's name is
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are :
  - a) (i) To carry on within and without the United Kingdom the businesses of importers, exporters, brokers, agents, general merchants and dealers, both retail and wholesale in commodities of every description, commercial and manufactured goods and all goods for household and personal use and consumption, ornament, amusement and recreation and generally in all raw materials, materials, manufactured goods, provisions and general produce, and also the business of wharfingers, storage contractors, carriers, forwarding and shipping agents, storekeepers and warehousemen, and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business, rights, assets or property, and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world.
  - (ii) To carry on business as financiers and industrial bankers, financial consultants, capitalists, financial agents and advisors for commodities, wares, goods, vehicles, apparatus, machinery and articles of every description and in connection therewith or otherwise to advance and loan money to and to purchase accounts on behalf of such persons, companies or firms, concerned in any way whatsoever in the purchase or sale in the manner aforesaid of the aforementioned goods or articles; to carry on the business of guaranteeing or giving security for the payment of money or of financing transactions or the performance of any undertaking or obligation; to carry on the business of financial agents, bill discounters, financiers, company promoters, underwriters and dealers in loans, stocks, shares, annuities and other securities, mortgage brokers and insurance agents.



N/W £250-  
000263

- b) To carry on and undertake any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- c) To acquire by purchase, hire, lease, exchange or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, patents, patent rights, concessions, licences, secret processes, plant, machinery, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- d) To erect, alter or maintain any buildings, plant or machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction, alteration and maintenance of any of the above.
- e) To acquire by subscription or otherwise and to hold, sell, deal with or dispose of any stock, shares, debentures, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any government or authority, municipal, local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- f) To receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- g) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of section 736 of the Act, of any

obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- h) To lend money with or without security, and to invest money of the Company upon such terms and conditions as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors shall think fit.
- i) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.
- j) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, specialists or agents of any description.
- k) To employ specialists, consultants, and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- l) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- m) To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- n) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such a manner as the Company may approve.

- o) To pay for any property or rights acquired by the Company either in cash or by the issue of 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.
- p) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.
- q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as to directly or indirectly benefit the Company.
- r) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- s) To sell, develop, manage, improve, turn to account, lease, 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.
- t) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and 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 funds for any such persons as aforesaid or their dependants.

- u) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- v) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- w) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- x) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4 The liability of the Members is limited.

5 The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each.




WE, the several persons whose names, addresses and descriptions are subscribed, 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

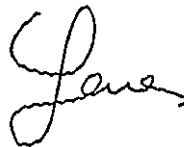
FREDERICK PAUL CURTIS  
373 CAMBRIDGE HEATH ROAD  
LONDON  
E2 9RA



ONE

COMPANY REGISTRATION AGENT

LUCIENE MAUREEN JAMES  
373 CAMBRIDGE HEATH ROAD  
LONDON  
E2 9RA



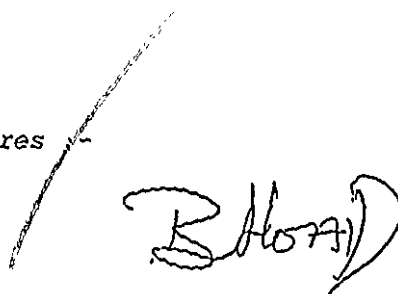
ONE

COMPUTER PROGRAMMER

Dated the 14 SEP 1988

WITNESS to the above Signatures

BARBARA HOAD  
373 CAMBRIDGE HEATH ROAD  
LONDON  
E2 9RA



The Companies Act 1985  
Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

BONUSDALE LIMITED

PRELIMINARY

- 1 Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
- 2 Regulations 3, 8, 24, 35, 64, 87, 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
- 3 Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

- 4 The Company is a private company, and accordingly :
  - a) no shares in or debentures of the Company shall be offered to the public, whether for cash or otherwise; and
  - b) no shares in or debentures of the Company shall be allotted nor shall any agreement to allot such shares or debentures be made, whether for cash or otherwise, with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

INTERPRETATION

- 5 In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

## ALLOTMENT OF SHARES

6 Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that :

- a) save as provided in sub-paragraph (b) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company :
- b) the Members in General Meeting may by Ordinary Resolution :
  - i) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;
  - ii) revoke or vary any such authority (or renewed authority);
- c) notwithstanding the provisions of sub-paragraphs (a) and (b) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7 In accordance with section 91 of the Act, sections 89(1) and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them

respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of the Regulations allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company.; The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

- 8 Subject to Chapter VII part V of the Act, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
- 9 Subject to Chapter VII part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
- 10 Subject to Chapter VI part V of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

#### LIEN

- 11 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; 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 on a share shall extend to all dividends payable thereon.

### TRANSFER OF SHARES

- 12 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.
- 13 The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

### PROCEEDINGS AT GENERAL MEETINGS

- 14 In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not also be a Member. Regulation 59 of Table A shall be modified accordingly.
- 15 Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

### DIRECTORS

- 16 The first Director or Directors of the Company shall be the person or persons named in the statement delivered under section 10 of the Act.
- 17 Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.

- 18 A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
- 19 The Directors shall not be required to retire by rotation and clauses 73 to 77 (inclusive) in Table A shall not apply to the Company.

#### BORROWING POWERS

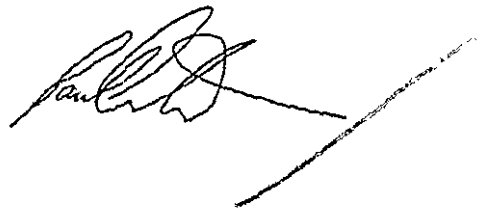
- 20 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

#### DIVIDENDS

- 21 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

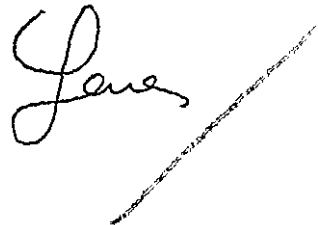
*Names, Addresses and Descriptions of Subscribers*

FREDERICK PAUL CURTIS  
373 Cambridge Heath Road  
London  
E2 9RA



COMPANY REGISTRATION AGENT

LUCIENE MAUREEN JAMES  
373 Cambridge Heath Road  
London  
E2 9RA

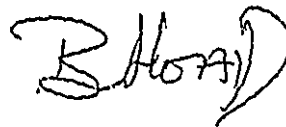


COMPUTER PROGRAMMER

Dated the

14 SEP 1988

WITNESS to the above Signatures:



BARBARA HOAD  
373 Cambridge Heath Road  
London  
E2 9RA

FILE COPY



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

No. 2305636

I hereby certify that

**BONUSDALE 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 14 OCTOBER 1988

*F. A. Joseph.*

F. A. JOSEPH

an authorised officer