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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

[] [] [] []

2334280

Name of company

* GWENVALE LIMITED

* insert full
name of Company

I, DOROTHY MAY GRAEME,
of 61, FAIRVIEW AVENUE,
WIGMORE,
GILLINGHAM, KENT. ME8 OQP

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~
[person named as ~~director~~ 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 GILLINGHAM
in the County of Kent

Declarant to sign below

the 21st day of December
One thousand nine hundred and eighty eight
before me J.P.

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):
GRAEME & COMPANY,
COMPANY REGISTRATION AGENTS,
61, FAIRVIEW AVENUE,
WIGMORE,
GILLINGHAM,
KENT.

For official Use
New Companies Section

Post room

COMPANIES HOUSE
28 DEC 1988
77

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

10

ase do not
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Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

ease complete
gibly, preferably
black type, or
old block lettering

Name of company

Insert full name
of company

* GWENVALE LIMITED

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

61 FAIRVIEW AVENUE,	
WIGMORE,	
GILLINGHAM,	
KENT.	Postcode ME8 0QP

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

GRAEME & COMPANY, COMPANY REGISTRATION AGENTS,	
61 FAIRVIEW AVENUE,	
WIGMORE,	
GILLINGHAM, KENT.	Postcode ME8 0QP

Number of continuation sheets attached (see note 1)

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

GRAEME & COMPANY,
COMPANY REGISTRATION AGENTS,
61 FAIRVIEW AVENUE,
WIGMORE,
GILLINGHAM,
KENT.

For official Use
General Section

Post room

COMPANIES HOUSE

28 DEC 1988

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71

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) JANET DOROTHY LOUISE GRAEME,		Business occupation SECRETARY
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 61 FAIRVIEW AVENUE, WIGMORE, GILLINGHAM, KENT.		Date of birth (where applicable) (note 6)
	Postcode ME8 0QP	
Other directorships † GORDON GRAEME LIMITED		
I consent to act as director of the company named on page 1		
Signature <i>Janet Graeme</i>		Date 21.12.88

† 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) (note 6)
	Postcode	
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) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

**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:

secretaries, of the company are as follows:

Name (notes 3 & 7)		DOROTHY MAY GRAEME,	
Previous name(s) (note 3)			
Address (notes 4 & 7)		61 FAIRVIEW AVENUE, WIGMORE,	
		GILLINGHAM,	
KENT,		Postcode	ME8 0QP
I consent to act as secretary of the company named on page 1			
Signature		Date	
		21.12.88	

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

Signature of agent on behalf of subscribers Dee Date 21.12.88

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

[illegible]

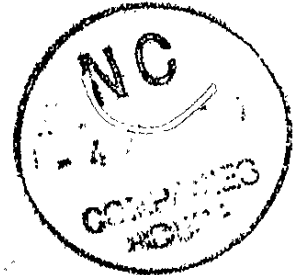
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The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

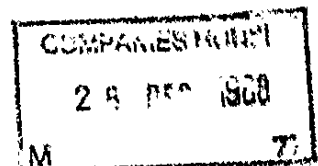


Memorandum of Association



1. The company's name is **GWENVALE LIMITED**
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are:-
 - (a) (1) To carry on business as haulage contractors, both at home and abroad, to establish, maintain and operate railway, shipping, air transport and road transport services (public and private) and all ancillary services, including warehousing, wharfinger, and forwarding agents for these purposes or as independent undertakings, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire, and to own, work, manage, and trade with railway engines, steam, sailing, motor and other ships, trawlers, drifters, tugs and vessels, aircraft and motor and other vehicles, wharves, quays, docks and with all necessary and convenient equipment, engines, tackle, gear, furniture and stores, or any shares or interests in trains, ships, vessels, aircraft, motor and other vehicles, wharves, quays, docks, including shares, stocks, or securities of companies possessed of or interested in any trains, ships, aircraft or vehicles, wharves, quays, docks and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange, or let out on hire or hire purchase or charter or otherwise deal with and dispose of any of the trains, ships, vessels, aircraft, wharves, quays, docks, shares, stock and securities, or any of the engines, tackle, gear, furniture, equipment and stores of the company; furniture removers and storers.
 - (2) To carry on in all its branches the business of travel agents and organisers, tour operators, and the provision of ancillary services thereto, insurance agents, general and commercial agents, bankers, tourist agents and contractors, and to facilitate travelling, and to provide for tourists and travellers and promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars and berths, reserved places, hotel and lodging accommodation, holiday camp and caravan accommodation, guides, safe deposits, inquiry bureaux, libraries, reading rooms, baggage transport and otherwise and to carry on the said business either as principals or agents or on commission or otherwise.

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- (b) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or possessed of property suitable for the purposes of the company 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.
- (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
- (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, 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.
- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any 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 and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To purchase its own Shares; to subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.

- (j) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.
- (k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- (n) To pay for any rights of property acquired by the company, and to remunerate any person or 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 otherwise.
- (o) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.

- (q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.
- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- (u) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (v) To procure the company to be registered or recognized in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that

(a) the word "Company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and

(b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The company's share capital is £1,000 divided into 1,000 shares of £1 each.

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
<p><i>D M G</i></p> <p>DOROTHY MAY GRAEME, 61 Fairview Avenue, Wigmore, Gillingham, Kent.</p> <p><i>01/1</i></p> <p>PAUL GORDON GRAEME, 61 Fairview Avenue, Wigmore, Gillingham, Kent.</p>	<p>ONE</p> <p>ONE</p>
TOTAL SHARES TAKEN	TWO

Dated

1st December 1988

Witness to the above Signatures:

JD DG

JANET DOROTHY LOUISE GRAEME,
61 Fairview Avenue,
Wigmore,
Gillingham,
Kent.

A PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

PRELIMINARY

1. Regulations 64, 94 and 95 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

SHARES

2. The Directors may allot, grant options over, or otherwise dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons, at such times and generally on such terms and conditions as they think proper, and the general authority conferred hereby will expire on the fifth anniversary of the date of incorporation of the Company unless renewed, varied or revoked by the Company in General Meeting. The said authority shall extend to all relevant securities of the Company from time to time unissued during the period of such authority.

3. Section 89(1) of the Act shall not apply to any exercise of the general authority conferred by Article 2 hereof.

4. Subject to the provisions of the Act and in particular of Sections 162 and 171, the Company may purchase its own shares and make a payment in respect of the redemption or purchase of its own shares.

DIRECTORS

5. Unless and until otherwise determined by Ordinary Resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be a minimum of one.

6. The first Directors of the Company appointed after incorporation to replace those who acted only for the purpose of incorporation of the company shall be determined in writing by the subscribers of the Memorandum of Association.

7. The share qualification for a Director may be fixed by the Company and unless and until so fixed no qualification shall be required.

8. A Director may vote as a Director 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 a quorum when any such contract or arrangement is under consideration.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

9. Paragraph (e) of regulation 81 of Table A shall be omitted.

BORROWING POWERS

10. The Directors may exercise all the powers of the company to borrow money which will make the amount borrowed by the company and then outstanding exceed the nominal amount of the share capital of the company for the time being issued, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and subject to the provisions of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

TRANSFER OF SHARES

11. A Share may be transferred by a member or other person entitled to transfer the same (hereinafter called "the proposing transferor") to any member selected by the proposing transferor, or to any child or other issue, son-in-law, daughter-in-law, his or her father or mother or to any lineal descendant of his or her father or mother or to his or her wife or husband and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, the father or mother or lineal descendants of the father and mother or the widow or widower of such deceased member, and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of the will.

12. Except where the transfer is made pursuant to the preceding Article the proposing transferor shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the share to the company or in the event of the company not electing to purchase to any member of the Company or to any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership at the fair value to be fixed by the Auditor for the time being of the Company. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each.

13. If the Company within the space of fifty-six days after being served with such transfer notice shall elect to purchase or shall find a member or persons selected as aforesaid willing to purchase the share (hereinafter called "the purchasing member") and give notice thereof to the proposing transferor he shall be bound upon payment of the fair value, to transfer the share to the company or to the purchasing member who shall be bound to complete the purchase within fourteen days from the service of such last-mentioned notice.

14. The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

15. The Auditor for the time being of the company shall on the application of the Directors certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator, and accordingly the Arbitration Act 1950, shall not apply.

16. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the company may receive the purchase money, and shall thereupon cause the purchase by the company to be recorded or as the case may be the name of the purchasing member to be entered in the Register as the holder of the share, and shall hold the purchase money in trust for the said proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the Register, in purported exercise of the aforesaid power or the purchase by the company has been recorded as the case may be, the validity of the proceedings shall not be questioned by any person. The proposing transferor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

17. If the Company shall not within the space of fifty-six days after being served with the transfer notice purchase the shares or find a purchasing member and give notice in manner aforesaid, the proposing transferor shall, at any time within six months afterwards, be at liberty to sell and transfer the shares (or those not placed) to any person, and at any price.

18. Subject to the provisions of Article 11 hereof the executors or administrators of any deceased member shall be bound at any time after the expiration of six months from the date of his death, if and when called upon by the Directors so to do, to give a transfer notice in respect of all the shares registered in the name of the deceased member at the date of his death, or such of the same as still remain so registered, and should such executors or administrators fail to give such transfer notice within a period of fourteen days after being so called upon, or should there be no such executors or administrators at the expiration of such period of six months, a transfer notice shall be deemed to have been given and the provisions of this Article shall have effect accordingly.

19. If any member shall be adjudged bankrupt, his trustee in bankruptcy shall be bound forthwith to give to the Company a transfer notice in

respect of all the shares registered in the name of the bankrupt member, and in default of such transfer notice being given within one month of bankruptcy, the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of this Article shall apply accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS

D.M.G.

DOROTHY MAY GRAEME,
61 Fairview Avenue,
Wigmore,
Gillingham,
Kent.

P.G.

PAUL GORDON GRAEME,
61 Fairview Avenue,
Wigmore,
Gillingham,
Kent.

DATED 1st December 1988

Witness to the above Signatures:

J.D.L.G.

JANET DOROTHY LOUISE GRAEME,
61 Fairview Avenue,
Wigmore,
Gillingham,
Kent.



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

No. 2334280

I hereby certify that

GWENVALE 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 11 JANUARY 1989

P. N. Rowley
MRS P.A. ROWLEY

an authorised officer

NO: 2334280

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES



Special Resolution

OF

GWENVALE LIMITED

At an EXTRAORDINARY GENERAL MEETING of
the above named Company, duly convened
and held on *29th July 1989*

The following RESOLUTION was passed as
- a SPECIAL RESOLUTION:-

RESOLUTION

That the name of the Company be changed to:-

PREMIER CHILD CARE LIMITED

GRAEME & COMPANY,
Company Registration Agents
61, Fairview Avenue,
Wigmore,
Gillingham, Kent.-
ME8 0QP

Miles G Berkley

DIRECTOR

MILES GRAFTON BERKLEY

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2334280

I hereby certify that

GWENVALE LIMITED

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

PREMIER CHILD CARE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 11 AUGUST 1989

H. Rose
H. ROSE

an authorised officer

NO: 2334280

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

Special Resolution

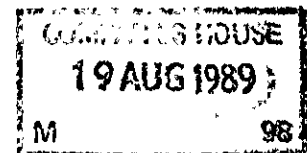
OF

GWENVALE LIMITED

At an EXTRAORDINARY GENERAL MEETING of
the above named Company duly convened
and held on 25th July 1989
The following RESOLUTION was passed as
a SPECIAL RESOLUTION:-

RESOLUTION

That the provisions of the Memorandum
of Association of the Company with
respect to the objects of the company
be altered by cancelling the present
Memorandum of Association and
substituting the attached.



D.M. Graeme

D.M. GRAEME

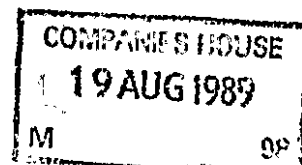
SECRETARY

A PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

(As amended by Special Resolution dated 25th July 1989)

1. The company's name is GWENVALE LIMITED
2. The company's registered office is to be situated in England and Wales.
3. The objects of the company are:-
 - (a) (1) To promote, provide, establish, manage, control or support child care services and child care nurseries, generally or at work places and as managers, agents, consultants, advisors, contractors or otherwise;
 - (2) To provide management advice and contracted service management to business, industry and local authorities in respect of nurseries and general catering facilities and to carry on the business of contract catering and contract consulting services.
 - (3) To carry on any other business whatsoever in conjunction with associated with or in addition to the foregoing.



- (b) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or possessed of property suitable for the purposes of the company 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.
- (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
- (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, 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.
- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any 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 and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To purchase its own Shares; to subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.

- (j) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.
- (k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- (n) To pay for any rights of property acquired by the company, and to remunerate any person or 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 otherwise.
- (o) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.

- (q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.
- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- (u) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (v) To procure the company to be registered or recognized in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that

(a) the word "Company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and

(b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The company's share capital is £1,000 divided into 1,000 shares of £1 each.

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
DOROTHY MAY GRAEME, 61 Fairview Avenue, Wigmore, Gillingham, Kent.	ONE
PAUL GORDON GRAEME, 61 Fairview Avenue, Wigmore, Gillingham, Kent.	ONE
TOTAL SHARES TAKEN	TWO

Dated 1st December 1988

Witness to the above Signatures:

JANET DOROTHY LOUISE GRAEME,
61 Fairview Avenue,
Wigmore,
Gillingham,
Kent.

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 margin

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

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2334280

Name of company

* insert full name of company

* PREMIER CHILD CARE 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 as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3	1	0	7
---	---	---	---

† delete as appropriate

The current accounting reference period of the company is to be treated as ^{SH T} ~~(shortened)~~ ~~(extended)~~† and (is to be treated as having come to an end) ~~(will come to an end)~~† on

Day Month Year

3	1	0	7	1	9	8	9
---	---	---	---	---	---	---	---

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:

See note 4c and complete as appropriate

The company is a [subsidiary][holding company]† of _____
_____, company number _____
the accounting reference date of which is _____

Signed

Malcolm Barclay

[Director][Secretary]† Date

19/9/89

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

For official Use
General Section

Post room

16 SEP 1989

NUMBER OF COMPANY 2334280

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

PREMIER CHILD CARE LIMITED

Passed Friday 27 July 1990

By Resolution in Writing of the members of the above named Company dated 27 July 1990 the subjoined SPECIAL RESOLUTION was duly passed.
viz:

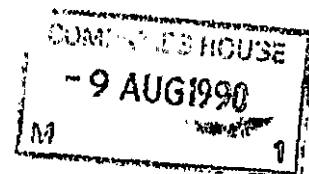
RESOLUTION

That in accordance with the provisions of Section 250(3) of the Companies Act 1985 (as amended by Section 119 of the Companies Act 1989), the Company being a dormant company within the meaning of the said section, Section 385 of the Companies Act 1985 (as amended by Section 119 of the Companies Act 1989) shall not apply and accordingly no auditors shall be appointed.

.....
MG Berkeley

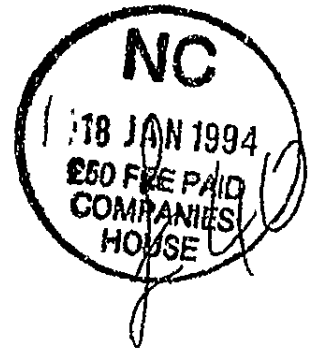
.....
SM Fuller

684.SM
006.BS2



ON 60289 GBN.

2334280.



THE COMPANY'S ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF PREMIER CHILD CARE LIMITED

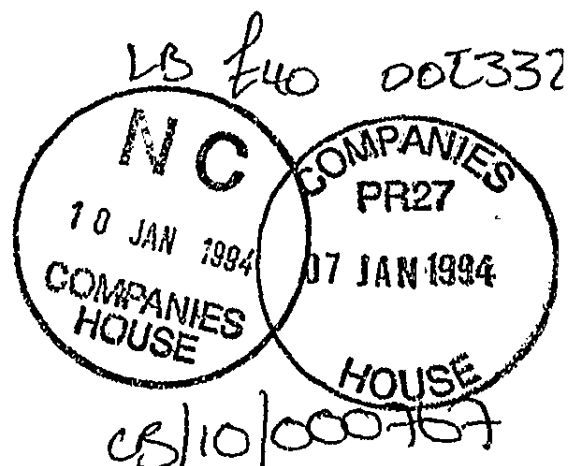
At an Extraordinary General Meeting of the above named Company duly convened and held on the.....^{23rd}..... day of.....^{December}.....1993 the following Resolution was passed as a Special Resolution:-

RESOLUTION

That the name of the Company be changed to :-

PREMIER PARTNERSHIP (CATERING) LIMITED


.....
MILES GRAFTON BERKLEY



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2334280

I hereby certify that

PREMIER CHILD CARE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

PREMIER PARTNERSHIP (CATERING) LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 24 JANUARY 1994

P. Bevan
P. BEVAN

an authorised officer

THE COMPANIES ACT 1985.

COMPANY LIMITED BY SHARES.

PREMIER PARTNERSHIP (CATERING) LIMITED.

REGISTERED NUMBER : 2334280.

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Post House South Mimms Herts on the Thirtieth day of April 1994, the following Resolutions were passed as Ordinary Resolutions of the Company:-

R E S O L U T I O N S

- (i) That the Company's authorised Share capital of 1,000 Ordinary Shares of £1.00 each shall be sub-divided into 10,000 Ordinary Shares of £0.10p each.
- (ii) That the Company's authorised Share capital be increased to £24,002 comprising of 40,020 Ordinary Shares of £0.10p each and 20,000 10% Cumulative Redeemable Preference Shares of £1.00 each.
- (iii) That, with effect from the time of the passing of this Resolution, the Directors be unconditionally authorised, pursuant to S.80 Companies Act 1985, to allot relevant Securities (as defined in the Act) up to a maximum amount of £30,000 at any time or times during the period of five years from the date hereof and at any time thereafter, pursuant to any Offer or Agreement made by the Company before the expiry of this authority.

Signed.....

MILES GRAFTON BERKLEY.

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

2334280

Name of company

* Insert full name
of company

• PREMIER PARTNERSHIP (CATERING) LIMITED

‡ the copy must be
printed or in some
other form approved
by the registrar

X gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 30th April the nominal capital of the company has been
increased by £ 23,002 beyond the registered capital of £ 1,000.

A copy of the resolution authorising the increase is attached.‡

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 Ordinary Shares of £0.10 each shall have the Voting
Dividend and Winding-Up rights, as specified in the
Company's Articles of Association.

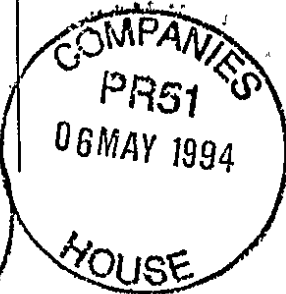
The 20,000 10% Cumulative Redeemable Preference Shares
shall have the Voting Dividend and Winding-Up rights specified
on the Sheet attached hereto.

Please tick here if
continued overleaf☐‡ Insert Director,
Secretary,
Administrator or
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Miles Berr
*Director*Designation & Date 30/4/94Presenter's name address and
reference (if any):For official Use
General Section

Post room



D 99

COMPANY LAW Issue 25

Details of Cumulative Redeemable Preference Shares

Provisions for Redemption of Redeemable Preference Shares

REDEMPTION PROVISIONS

- (a) Subject to the Provisions of Part V Chapter VII of the CA 1985 the Cumulative Redeemable Preference Shares shall be redeemed at par at any time in whole or in part at the option of the Company but in any event not later than as follows:-
- (i) As to 10,000 Cumulative Redeemable Preference Shares on the 30th April 1995 ("the Due Redemption Date")
 - (ii) As to 10,000 Cumulative Redeemable Preference Shares on the 30th April 1996 or the 15th June 1995 if the Shares referred to in Article (a)(i) above have not been redeemed by that date ("the Final Redemption Date")
- (b) The Holder of the Cumulative Redeemable Preference Shares shall not be entitled to receive Notice of Meetings of or to attend and vote at General Meetings of the Company save and unless the Company shall fail to redeem on the Due Redemption Date or the Final Redemption Date the relevant number of Redeemable Preference Shares shown in sub-paragraphs (i) and (ii) In the event of any such failure and for so long as such failure continues the Holder of Cumulative Redeemable Preference Shares shall be entitled
- (a) to receive Notice of and to attend at all General Meetings of the Company and thereat to cast one vote for each Cumulative Redeemable Preference Share of which she is the Holder and
 - (b) to continue receiving dividends as referred to below until redemption



Rights Attaching

(a) (i)

As regards Income:-

The Preference Shares shall entitle the Holders thereof pari passu with any further Preference Shares created to rank pari passu therewith as regards priority in respect of income and in priority to any dividend or return of capital on any other class of Shares to a fixed Cumulative Preferential Dividend on the capital for the time being paid up thereon at the rate of ten per cent per annum such dividend to be payable net of Advance Corporation Tax by equal half-yearly instalments on the 31st October and the 30th April in each year in respect of the half yearly periods ending on those respective dates the first payment to be made on the

(ii)

As regards Capital:-

The Preference Shares shall entitle the Holders thereof on a winding up or on a reduction of capital involving a return of capital pari passu with any further Preference Shares created to rank pari passu therewith as regards priority in respect of capital and in priority to any return of capital on any other class of Shares to repayment of the capital paid up or credited as paid up thereon TOGETHER WITH a sum equal to any arrears or accruals of the fixed Cumulative Preferential Dividend thereon calculated down to the date of repayment whether or not such dividend shall have been declared or earned

(iii)

Other Rights:-

The Preference Shares shall not confer on the Holders thereof any further rights to participate in the profits or assets of the Company or to vote



COMPANIES FORM No. 122

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**

122

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

2334280

Name of company

* PREMIER PARTNERSHIP (CATERING) LIMITED

* insert full name
of company

gives notice that:

The Company's Authorised Share Capital of 1,000 Ordinary Shares
of £1.00 each have been sub-divided into 10,000 Ordinary Shares
of £0.10 each.

† delete as
appropriate

Signed

M. B. Bal

[Director] ~~[Secretary]~~ † Date 30/4/94

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

For official Use
General Section

Post room

17 MAY 1994

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

To the Registrar of Companies

For official use

Company number

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

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

2334280

Name of company

* PREMIER PARTNERSHIP (CATERING) LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 12th July 1994 the nominal capital of the company has been
increased by £ 500.00 beyond the registered capital of £ 24,002.

A copy of the resolution authorising the increase is attached. §

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 Ordinary Shares of £0.10p each shall have the Voting Dividend and
Winding-Up rights, as specified in the Company's Articles of Association.

§ the copy must be
printed or in some
other form approved
by the registrar

Please tick here if
continued overleaf

☐

Signed

Aman

[Director] [S. ~~W. 1234~~] Date

12th July 1994

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

For official Use
General Section

Post room



ANWTT3A7

A29 RECEIPT DATE 25/07/94

† delete as
appropriate

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

PREMIER PARTNERSHIP (CATERING) LIMITED

REGISTERED NUMBER : 2334280

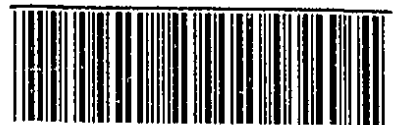
AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held
at 1 Baldock Street Ware Hertfordshire on the *twelfth* day of
JULY 1994, the following Resolution was passed as an Ordinary
Resolution of the Company:-

R E S O L U T I O N

That the Company's authorised Share capital be increased to £24,502.00
comprising 45,020 Ordinary Shares of £0.10p each and 20,000 Cumulative
Redeemable Preference Shares of £1.00 each.

Signed

Miles Grafton
MILES GRAFTON BERKLEY



ANWTS3A6

A29 RECEIPT DATE: 27/07/94



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 margin

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

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

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

2334280

Name of company

PREMIER PARTNERSHIP (CATERING) Limited

2. 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 0 0 9

3. The current accounting reference period of the company is to be treated as ~~shortened~~ extended† and ~~is to be treated as having come to an end~~ will come to an end† on

Day Month Year

3 0 0 9 1 9 9 5

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

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

6. Signed Miles Berkley Designation‡ DIRECTOR Date 3.1.95

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

MILES BERKLEY
DIRECTOR
PREMIER PARTNERSHIP (CATERING) LTD
1 BALDOCK ST
WARE
HERTS
SG12 9DH.

For official use
DEB

Post room

