

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

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

Please do not write  
in this margin

To the Registrar of Companies

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

\* Insert full name  
of company.

For official use

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For official use

2413680
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Name of Company

* GARDALE LIMITED
-------------------

I, GAIL PATRICIA HOOK  
of 87 VICTORIA STREET  
ST ALBANS  
HERTFORDSHIRE AL1 3XX

† Delete as  
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~†  
[person named as secretary or director 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 80a VICTORIA STREET  
ST ALBANS  
HERTFORDSHIRE AL1 3XX

Declarant to sign below

the 31ST day of JULY  
One thousand nine hundred and EIGHTY NINE

*Curial*

before me *Allen Mann*

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

A Commissioner for Oaths†

Allen Mann  
80a Victoria Street  
St Albans  
Herts AL1 3XX

Presenter's name, address and  
reference (if any):  
**CITY INITIATIVE**  
**87 VICTORIA ST**  
**ST ALBANS**

For official use  
New companies section

Post room  
COMPANIES HOUSE  
-3 AUG 1989  
M 26

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

Pursuant to section 10 of the Companies Act 1985

Please do not write  
in this margin

To the Registrar of Companies

For official use

Name of Company

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

\* **GARDALE LIMITED**

\* Insert full name  
of company

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

<b>87 VICTORIA STREET</b>	
<b>ST ALBANS</b>	
<b>HERTFORDSHIRE</b>	
<b>Postcode</b>	<b>AL1 3XX</b>

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**

<b>CITY INITIATIVE</b>	
<b>87 VICTORIA STREET</b>	
<b>ST ALBANS, HERTFORDSHIRE</b>	<b>Postcode AL1 3XX</b>

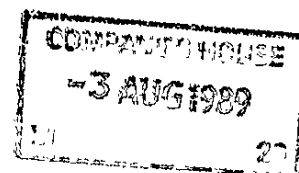
Number of continuation sheets attached (see Note 1)

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

**CITY INITIATIVE  
87 VICTORIA ST.  
ST ALBANS  
HERTFORDSHIRE  
AL1 3XX**

For official use  
Consideration

Postroom



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) <b>GAIL PATRICIA HOOK</b>		Business occupation <b>FORMATION AGENT</b>	
Previous name(s) (Note 3)		Nationality <b>BRITISH</b>	
Address (Note 4) <b>87 VICTORIA STREET</b>		Date of birth (where applicable) (Note 6)	
<b>ST ALBANS, HERTFORDSHIRE</b>			
	Postcode <b>AL1 3XX</b>		
Other directorships <sup>(1)</sup>			
<b>NONE</b>			
I consent to act as director of the company named on page 1			
Signature <i>Gail Hook</i>		Date <b>31/7/89</b>	

(1) 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 <sup>(1)</sup>			
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 <sup>(1)</sup>			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not write in this margin

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:

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

Name (Notes 3 & 7)		MARTIN ROBERT GAUNT	
Previous name(s) (Note 3)			
Address (Notes 4 & 7)		87 VICTORIA STREET	
		ST ALBANS, HERTFORDSHIRE	
		Postcode	AL1 3XX
I consent to act as secretary of the company named on page 1			
Signature		Date 31/7/89	

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

delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers	Date 31/7/89
---	--------------

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

The Companies Act 1985



COMPANY LIMITED BY SHARES

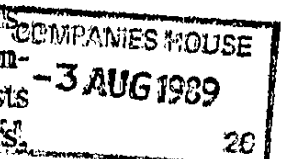
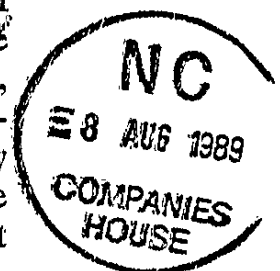
**Memorandum of Association**

OF

**GARDALE**

**LIMITED**

- 
1. The Company's name is "**GARDALE LIMITED.**"
  2. The Company's registered office is to be situated in England and Wales.
  3. The Company's objects are:—
    - (A) To carry on in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses; manufacturers, 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, warehousemen, storage contractors, shipping and forwarding agents, dealers in property and estates, property developers, property managers, estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders, scaffolders, contractors, heating and ventilation engineers and contractors, refrigeration engineers, 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, civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers, welders, sheet metal workers, blacksmiths, motor



BAR  
£250%5  
100190

engineers, garage proprietors, car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors, general engineers, tool makers, booking agents for and managers of theatres, cinemas and all other kinds of entertainments and sporting events, turf and sporting accountants in all their 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, 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 electrical retailers, dealers and repairers, toys, games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipment, film producers and distributors, textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relation specialists, consultants, business transfer agents and employment agents, computer operators, programmers and dealers, market research specialists, business advisers, mail order specialists, dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and demolition contractors, plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith either together as one business or as separate and distinct businesses, in any part of the world.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependents or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in 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 or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers or persons employed by the Company or any such subsidiary.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) 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 mortgage debentures or debenture stock, mortgages or other securities

of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (N) To 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 this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) 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.

- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (S) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that:—

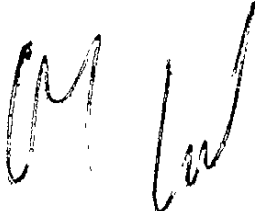

- (A) the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and
- (B) the objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible 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 £100 , divided into 100 shares of £1.00 each.

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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
Martin Robert Gaunt 87 Victoria Street St. Albans Hertfordshire AL1 3XX	 ONE
Gail Patricia Hook 87 Victoria Street St. Albans Hertfordshire AL1 3XX	 ONE

Dated this 31 day of JULY , 19 89

Witness to the above Signatures—

Clifford John Kingshott  
87 Victoria Street  
St. Albans  
Hertfordshire  
AL1 3XX



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COMPANY LIMITED BY SHARES

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**Articles of Association**

OF

GARDALE

LIMITED

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

2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

4. At the date of the adoption of these Articles the capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the

Company upon its incorporation. The said authority will expire five years from the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 80.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid 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 opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

7. 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 (if any) on a share shall extend to all dividends payable thereon.

8. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the Company.

9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling 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 vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

10. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."

11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.

12. The Company shall not be subject to section 293 of the Companies Act 1985, 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.

13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless—

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen or more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

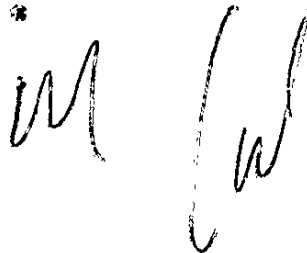
14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

Martin Robert Gaunt  
87 Victoria Street  
St. Albans  
Hertfordshire  
AL1 3XX



Gail Patricia Hook  
87 Victoria Street  
St. Albans  
Hertfordshire  
AL1 3XX



---

Dated this 31 day of JULY , 19 89 .

Witness to the above Signatures—

Clifford John Kingshott  
87 Victoria Street  
St. Albans  
Hertfordshire  
AL1 3XX



**FILE COPY**



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

**No. 2413680**

**I hereby certify that**

**GARDALE 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 16 AUGUST 1989**

*P. Bevan*  
**P. BEVAN**

**an authorised officer**



27/9



Company Number 2413630

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION of GARDALE LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at 53 Chenies Village Bucks WD3 6EQ on 14 September 1989 the following Special Resolution was duly passed;

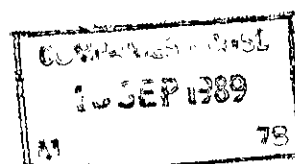
'That the Name of the Company be changed to LOMBARD STERLING LIMITED'

A handwritten signature in dark ink, appearing to read "G C Ziprin".

G C ZIPRIN - CHAIRMAN



NW 40-  
000433



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2413680

I hereby certify that

**GARDALE LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

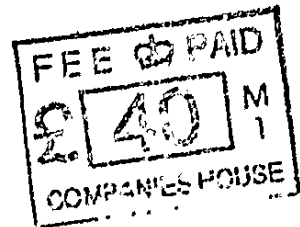
**LOMBARD STERLING LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 27 SEPTEMBER 1989

  
M. ROSE

an authorised officer



Company Number 2413680

THE COMPANIES ACT 1985

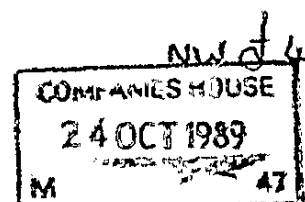
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF LOMBARD STERLING LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at 53 Chenies Village Bucks WD3 6EQ on 20 October 1989 the following Special Resolution was duly passed:

'That the name of the Company be changed to HALLMARK COMPANY SERVICES LIMITED'

G C ZIPRIN - CHAIRMAN



000443

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2413680

I hereby certify that

**LOMBARD STERLING LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**HALLMARK COMPANY SERVICES LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 1 NOVEMBER 1989

*M. Rose*  
M. ROSE

an authorised officer

Company Number: 2413680

The Companies Act 1985

Private Company by Shares

ORDINARY

RESOLUTIONS

of

HALLMARK COMPANY SERVICES LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company  
duly convened and held at 140 Tabernacle Street, London EC2A 4SD  
on 27th December 1989

the following ORDINARY RESOLUTIONS were duly passed, viz:

RESOLUTIONS

1. THAT the Share Capital of the Company be increased from £100 to £2,500 by the creation of 2,400 Ordinary Shares of £1 each to rank parri passu with the existing Share Capital of the Company.
2. THAT the Directors be and are hereby unconditionally authorised to allot shares up to the amount of the share capital as increased by Resolution 1 above at any time or times during the period of 5 years from the date hereof.



Chairman

HALLMARK 240 Tabernacle Street  
COMPANY London EC2A 4SD  
SERVICES Telephone: 01-251 6300  
LIMITED Fax: 01-251 0992  
Director: Richard Spence

# 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  
(Address overleaf)

For official use

Company number

--	--	--	--

2413680

Name of company

\* insert full name  
of company

HALLMARK COMPANY SERVICES LIMITED

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

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 27th December 1989 the nominal capital of the company has been  
increased by £ 2,400 beyond the registered capital of £ 100

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:

By Ordinary Resolution passed the share capital of the  
Company was increased from £100 to £2,500 by the creation  
of 2,400 shares of £1.00 each. The new shares to rank parri  
passu with the existing shares.

Please tick here if  
continued overleaf

☐

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

Signed



Secretary  
Designation: †

Date 27.12.89

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

HALLMARK COMPANY SERVICES LIMITED  
140 Trafalgar Square  
London WC2N 5LS  
Telephone 01-251 0000  
Fax 01-251 0002  
Telex 251000

For official Use  
General Section

Postroom



# G

COMPANIES FORM No. 224

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

# 224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

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2413680

Name of company

\* insert full name  
of company

HALLMARK COMPANY SERVICES LIMITED

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

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

Day Month

3	1	1	2
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5 April  
Day Month

0	5	0	4
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30 June  
Day Month

3	0	0	6
---	---	---	---

31 December  
Day Month

3	1	1	2
---	---	---	---

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

Signed

*John J. Both*

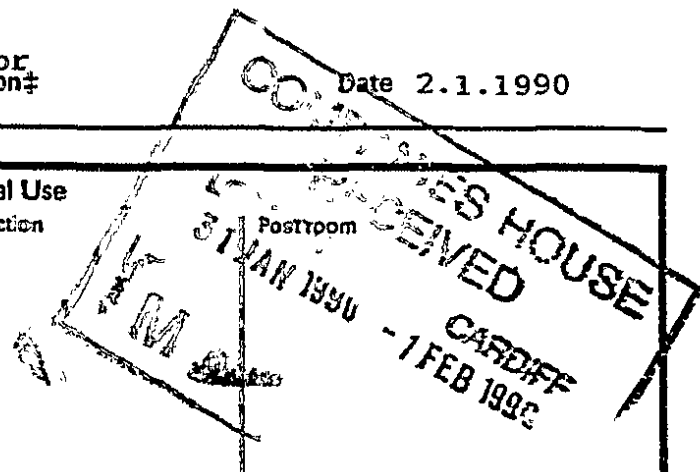
Director  
Designation†

Date 2.1.1990

Presenter's name address and

reference (if any):  
HALLMARK  
COMPANY  
SERVICES  
LIMITED  
140 Tabernacle Street  
London EC2A 4SD  
Telephone: 01-251 0200  
Fax: 01-251 0402  
De 33069 Fishery Square

For official Use  
General Section



Company No: 2413680

SPECIAL

RESOLUTION

The Companies Act 1985  
Private Company Limited  
by Shares

of HALLMARK COMPANY SERVICES LIMITED

At an Extraordinary General Meeting of the above-named Company duly  
convened and held at 140 Tabernacle Street, London EC2A 4SD

on 21st August 1990

the following SPECIAL RESOLUTIONS were duly passed, viz:-

RESOLUTIONS

1. That the Memorandum of Association be amended by the deletion of the existing Clause 3 and the adoption of a new Clause 3, as set out in the printed document attached;
2. That the Articles of Association, as set out in the printed document attached, be adopted in substitution for, and to the exclusion of, all the existing Articles of Association.

Signed.....  
Secretary

HALLMARK 140 Tabernacle Street  
COMPANY London EC2A 4SD  
SERVICES Telephone: 01-253 0800  
LIMITED Fax: 01-251 0602  
Director: 11463 Finsbury Square

25 AUG 1990 28 AUG 1990

M

18



THE COMPANIES ACTS 1985 TO 1989  
PRIVATE COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF HALLMARK COMPANY SERVICES LIMITED

CC  
L  
25 AUG 1989  
M 13

(As amended by Special Resolution passed 21st August 1990)

1. The Company's name is \* Hallmark Company Services Limited
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(A) To carry on business as company registration agents, business transfer agents, secretaries, registrars and directors of companies whether registered under the Companies Acts or any other act or unregistered, agents for all types of business including insurance, intermediaries, promoters, providers of clerical and other services and office accommodation and to act as nominee or agent for any person or persons, company, corporation, government, state or province, or for any municipal or other authority or public body; to hold in trust as trustees or as nominees and deal with, manage and turn to account, any real and personal property of all kinds, and in particular shares, stocks, debentures, debenture stock, bonds, securities and investments of all classes, policies, book debts, claims and choses in action, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licenses and any interest in real or personal property, and any claims against such property or against any person or company; to act as fiscal or transfer agents or registrars of shares, stock, bonds and other securities of any government, state, municipality, body politic, corporation or company, and in such capacity to receive and disburse money, to transfer, register and countersign certificates and like documents.

(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 connection 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.

\* The name of the Company was changed from Gardale Limited to Lombard Sterling Limited on 27th September 1989 and to Hallmark Company Services Limited on 1st November 1989.

(D) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trademarks, 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 and in such manner as from time to time may be determined.

(G) To enter into arrangements for joint workings 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 this Company or which is capable of being carried on so as directly or indirectly to benefit the Company.

(H) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

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

(J) 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.

(K) 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.

(L) To lend and advance money or give credit on any terms and with or without security to any company, firm or person (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company, firm or person (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated

company as aforesaid).

(M) To borrow or raise money in any manner and to secure the repayment of any money borrowed raised, or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(N) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(O) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(P) 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.

(Q) To distribute among the members of the Company in kind any property of the Company of whatever nature.

(R) To pay all or any expenses in connection with the promotion, formation and incorporation of the Company, or to contract with any company, firm or person to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(S) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in any such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

4. The liability of the Members is limited.

5.\* The Company's share capital is £2,500 divided into 2,500 Shares of £1 each.

\* The Share Capital of the Company was increased from £100 by Ordinary Resolution passed on 27th December 1989.

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

Martin Robert Gaunt  
87 Victoria Street  
St. Albans  
Hertfordshire AL1 3XX

One

Gail Patricia Hook  
87 Victoria Street  
St Albans  
Hertfordshire AL1 3XX

One

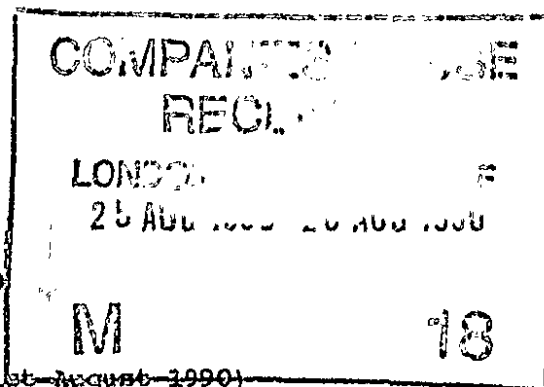
Dated the 31st day of July 1989

Witness to the above signatories:-

Clifford John Kingshott  
87 Victoria Street  
St. Albans  
Hertfordshire AL1 3XX

THE COMPANIES ACTS 1985 TO 1989  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF HALLMARK COMPANY SERVICES LIMITED

( As adopted by Special Resolution passed 21st August 1990 )



PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations contained in Table A in The Companies (Table A to F) Regulations 1985 ("Table A") shall apply to the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. Regulations 3,8,24,41,46,48,64,67,73 to 77 inclusive and 94 to 97 inclusive of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

4. (a) Subject to Article 5 below all unissued shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors and for the purposes of Section 80 of the Act the directors are unconditionally authorised to exercise the power of the Company to allot shares grant options over or otherwise dispose of the same to such persons and on such terms as they think fit at any time or times during the period of five years from the date of incorporation and the directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period.

(b) The authority given above may be renewed revoked or varied by ordinary resolution of the Company in general meeting.

5. (a) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(b) All unissued shares which are not comprised in the authorised share capital of the Company with which the Company is incorporated shall 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 in general meeting shall by special resolution otherwise

direct. Such offer shall be made by written notice specifying the number of shares offered and a period (not being less than 14 days) within which the offer if not accepted will be deemed to be declined. After the expiration of this period or, if earlier, on receipt of notice of non-acceptance, those shares so declined shall be offered to the members who have within the said period accepted all the shares offered to them in the proportion aforesaid in like terms in the same manner and limited by a like period as the original offer. The directors may in accordance with the provisions of this Article allot grant options over or otherwise dispose of such shares not accepted pursuant to such offers together with any shares not capable of being offered aforesaid except by way of fractions to such persons on such terms as they think fit provided that such shares shall not be disposed of on such terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The provisions of this Article shall be subject to Section 80 of the Act.

#### LIEN

6. 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 the fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not it is a fully paid share) registered in the name of any member whether solely or one of two or more joint holders for all such moneys presently payable by him or his estate to the Company. However 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

7. (a) No share or beneficial ownership of a share shall be transferred (otherwise than to the Company under Regulation 35 of Table A) until the rights of pre-emption hereinafter conferred have been exhausted. Any obligation to transfer a share pursuant to this Article is an obligation to transfer the entire legal and beneficial interest in such share.

(b) A member who intends to transfer any share or any interest therein (including for this purpose the assignment of the beneficial interest in, or the creation of any charge or other security interest over, such share or the renunciation or assignment of any right to receive or subscribe for such share) ("the Seller") shall give notice ("the Transfer Notice") to the directors of his intention and the particulars of the shares ("the Transfer Shares") together with the price per share at which he is willing to sell ("the Specified Price"). A Transfer Notice once received by the directors is irrevocable unless paragraphs (d) or (h) apply.

(c) The Transfer Notice shall constitute the Company as agent of the Seller for the sale of the Transfer Shares to the members other than the Seller ("the Offerees") at the Specified Price save that if the directors do not accept that the Specified Price constitutes a fair price they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify in

writing ("Certificate of Value") the value of the Transfer Shares as between a willing seller and a willing buyer. The Auditors' decision on the value of the Transfer Shares between a willing seller and a willing buyer is within the Auditors' complete discretion and their certification shall be final and binding on the members. The Specified Price in the Transfer Notice shall be substituted by the price in the Certificate of Value. The Company upon receipt of the Certificate of Value shall forthwith furnish a copy thereof to the Seller. The Seller shall bear the cost of the valuation.

(d) If upon receipt of the Certificate of Value the Seller considers that the price decided upon by the Auditors of the Company is not a reasonable one he shall be entitled to revoke the Transfer Notice within 7 days of receipt of the Certificate of Value by written notice to the directors ("the First Revocation Period"). Thereafter the Transfer Shares will not be offered by the directors to the Offerees or by the Seller to any other person or persons unless at a later date the Seller serves another Transfer Notice in respect of the Transfer Shares in which event all the provisions of this Article shall apply.

(e) If the Seller has not revoked the Transfer Notice upon expiry of the First Revocation Period the price (whether by reference to the Specified Price or the Certificate of Value) shall be fixed in the Transfer Notice as the final price ("the Final Price") and the directors shall by notice in writing ("the Offer Notice") inform the Offerees of the number and price of the Transfer Shares and shall invite the Offerees to apply in writing to the Company, within 21 days of the date of despatch of the Offer Notice (which date must be stated therein), for a maximum number of the Transfer Shares.

(f) If such Offerees within the period of 21 days stated in the Offer Notice apply for all or any of the Transfer Shares the directors will allocate the Transfer Shares applied for to the applicant Offerees in such proportions (or as nearly as may be and without increasing the number sold to an Offeree beyond the number applied for by him) as their existing holdings bear to the total of the holdings of the applicant Offerees. The Transfer Shares not capable of being allocated without involving fractions shall be allocated to the applicant Offerees in such proportion as the directors think fit. Any outstanding Transfer Shares may then be allocated in such manner as the directors think fit to those Offerees who applied for such Transfer Shares provided no Offeree shall be allocated shares in excess of the number of shares applied for by him.

(g) If upon expiry of the 21 day period specified in the Offer Notice the directors shall have received applications for some but not all of the remaining Transfer Shares the directors may nominate within 14 days from the expiry of the Offer Notice a person or persons which may (subject to the Act) be the Company to whom the Transfer Shares not applied for will be allocated. The directors shall give notice in writing (the "Allocation Notice") of such allocations pursuant to paragraph (f) and this paragraph to the Seller and to the persons to whom the Transfer Shares have been allocated. The Allocation Notice must specify the date of despatch of the Allocation Notice, the name and address of the persons to whom the allocations have been made, the price and method of payment and number of Transfer Shares to be allocated and the place and time

for completion (which shall be 21 days from the date of despatch) and that the Allocation Notice is subject to the Seller's right of revocation pursuant to paragraph (h).

(h) The Seller may revoke the Transfer Notice if after service of the Allocation Notice not all the Transfer Shares have been taken up. Notice must be given in writing by the Seller to the Company within 14 days of the date of the Allocation Notice (the "Second Revocation Period").

(i) If the Seller has not revoked the Transfer Notice upon expiry of the Second Revocation Period the Seller shall be bound upon payment of the purchase price due in respect thereof to transfer the shares comprised in the Allocation Notice to the person or persons (which may be the Company subject to the Act) named therein on the day and at the time specified therein.

(j) In the event that the Seller fails or refuses to transfer the Transfer Shares having become bound so to do the Company may receive the purchase price in trust for the Seller and may authorise some person to execute a transfer of the Transfer Shares in favour of the purchasers.

(k) During the 3 months following the expiry of 56 days from the date of the Offer Notice the Seller may (subject nevertheless to the provisions of paragraph (l)) transfer to any person and at any price but not less than the Final Price fixed in the Transfer Notice any of the shares comprised therein not included in the Allocation Notice or all but not part of the Transfer Shares comprised in the Transfer Notice if the Seller has revoked the Transfer Notice under paragraph (h).

(l) The directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a share whether or not it is a fully paid share.

#### GENERAL MEETINGS

8. In every notice convening a general meeting of the Company there shall appear a statement that a member entitled to attend and vote is entitled to appoint a proxy and the proxy need not be a member of the Company and Regulation 38 of Table A shall be modified accordingly.

9. (a) If the quorum prescribed by Regulation 40 of Table A is not present within 30 minutes from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine.

(b) If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall constitute a quorum.

10. (a) A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded.



(b) A poll may be demanded by the chairman or by a member (present in person or by proxy) having the right to attend and vote at the meeting.

(c) The demand for a poll may before the poll is taken be withdrawn.

(d) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.

11. A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.

#### VOTES OF MEMBERS

12. The words "or by proxy" shall be inserted after the word "person" in regulation 54 of Table A.

13. The words "Unless the directors determine otherwise" shall be inserted at the commencement of Regulation 57 of Table A.

14. The words "30 minutes" shall be substituted for "48 hours" in Regulation 52(a) of Table A and for "24 hours" in Regulation 62(b) of Table A.

#### DIRECTORS

15. 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. Whosoever there shall be a sole director such director may exercise all the powers discretions and authorities vested in the directors by these Articles and by Table A. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 59 of Table A.

16. The directors may exercise all the powers of the Company to borrow 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 or any other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

17.(a) The words "and may also determine the rotation in which any additional directors are to retire" shall be omitted from regulation 78 of Table A.

(b) The second and third sentences of Regulation 79 of Table A shall be omitted.

18. A director who is in any way either directly or indirectly interested in any contract transaction or arrangement (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 whether or not he votes he shall be counted in reckoning whether a quorum is present or not.

#### NOTICES

19. The third sentence of Regulation 112 of Table A shall be omitted and the following sentence be inserted as the final sentence "A member whose registered address is not within the United Kingdom is entitled to receive any notice from the Company and that such notices be sent to the registered address by prepaid airmail".

#### INDEMNITY

20. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

# 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  
(Address overleaf)

For official use

Company number

--	--	--	--

2413680

Name of company

* HALLMARK COMPANY SERVICES LIMITED	
--	--

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 1st July 1992 the nominal capital of the company has been  
increased by £ 325 beyond the registered capital of £ 2,500.

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

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:

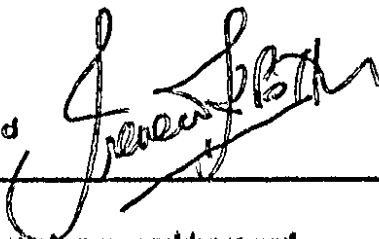
The Share Capital of the Company was increased from £2,500 to  
£2,825 by the creation of 325 new ordinary shares of £1 each  
to rank pari passu with the existing shares of the Company  
by Ordinary RESolution passed 1st July 1992.

Please tick here if  
continued overleaf

--

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

Signed



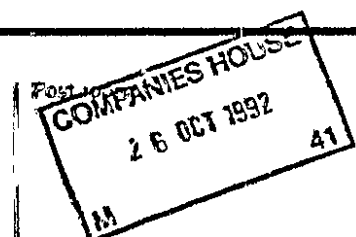
Director  
Designation‡

Date 1.7.92

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

HALLMARK 140 Tottenham Court  
COMPANY London EC2A 4SD  
SERVICES Telephone: 01-253 0800  
LIMITED Fax: 01-251 0602  
De 3349 Finsbury Square

For official Use  
General Section



Company Number : 2413680

The Companies Acts 1985 to 1989

Private Company Limited by Shares

**ORDINARY  
RESOLUTIONS**

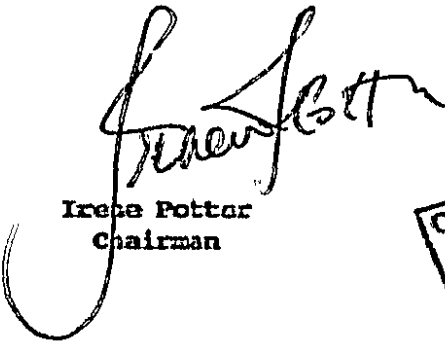
of **HALLMARK COMPANY SERVICES LIMITED**

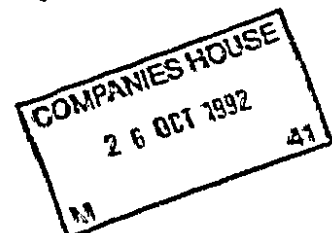
AT an **EXTRAORDINARY GENERAL MEETING** of the above named Company  
duly convened and held at 140 Tabernacle Street, London EC2A 4SD  
on 1st July 1992

the following **ORDINARY RESOLUTIONS** were duly passed, viz:

**RESOLUTIONS**

1. THAT the Share Capital of the Company be increased from £2,500 to £2,825 by the creation of 325 Ordinary Shares of £1 each to rank *pari passu* with the existing Share Capital of the Company.
2. THAT the Directors be and are hereby unconditionally authorised to allot shares up to the amount of the Share Capital as increased by Resolution 1 above at any time or times during the period of 5 years from the date hereof.

  
Irene Pottar  
Chairman



**HALLMARK** 140 Tabernacle Street  
**COMPANY** London EC2A 4SD  
**SERVICES** Telephone: 01-253 0800  
**LIMITED** Fax: 01-251 0602  
Dax: 31468 Finsbury Square

Company Number : 2413680

The Companies Acts 1985 to 1989

Private Company Limited by Shares

ORDINARY  
RESOLUTIONS

of HALLMARK COMPANY SERVICES LIMITED

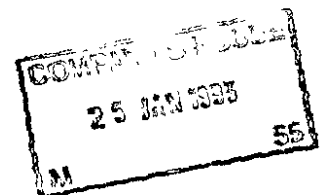
AT an EXTRAORDINARY GENERAL MEETING of the above named Company  
duly convened and held at 140 Tabernacle Street, London EC2A 4SD  
on 20th January 1993

the following ORDINARY RESOLUTIONS were duly passed, viz:

RESOLUTIONS

1. THAT the Share Capital of the Company be increased from £2,825 to £10,000 by the creation of 7175 Ordinary Shares of £1 each to rank pari passu with the existing Share Capital of the Company.
2. THAT the Directors be and are hereby unconditionally authorised to allot shares up to the amount of the Share Capital as increased by Resolution 1 above at any time or times during the period of 5 years from the date hereof.

  
Irene Potter  
Chairman



HALLMARK 140 Tabernacle Street  
COMPANY London EC2A 4SD  
SERVICES Telephone: 01-251 0500  
LIMITED Fax 01-251 0602  
Do 3963 / Victory Square



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  
(Address overleaf)

For official use

Company number

--	--	--	--

2413680

Name of company

\* insert full name  
of company

**HALLMARK COMPANY SERVICES LIMITED**

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 20.1.93 the nominal capital of the company has been  
increased by £ 7175 beyond the registered capital of £ 2,825.

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

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 follows:

The Share Capital of the Company was increased from £2,825  
to £10,000 by the creation of 7175 Ordinary Shares of £1 each  
to rank pari passu with the existing shares in the capital  
of the Company by Ordinary Resolution passed 20th January 1993.

§ Insert  
Director  
Secretary  
Administrator  
Administrative  
Receiver or  
Redeemer  
(Scotland has  
appropriate)

Signed

Director  
Designation

Please tick here if  
continued overleaf

☐

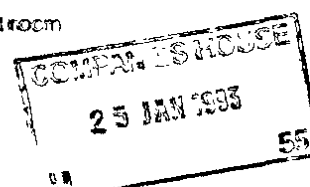
Date 20.1.93

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

**HALLMARK** 160 Tulse Lane Street  
**COMPANY** London EC2A 4SD  
**SERVICES** Telephone: 01-251 0000  
**LIMITED** Fax: 01-251 0002  
Deodar Factory Square

For official Use  
General Section

Postroom



FILE COPY



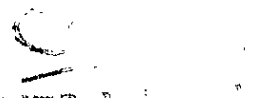
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2413680

The Registrar of Companies for England and Wales hereby certifies that  
**HALLMARK COMPANY SERVICES LIMITED**

having by special resolution changed its name, is now incorporated  
under the name of  
**STANLEY DAVIS GROUP LIMITED**

Given at Companies House, Cardiff, the 28th March 1994

  
MRS. L. J. JONES

For the Registrar of Companies



**C O M P A N I E S H O U S E**

H00000

Company No: 2413680

**SPECIAL  
RESOLUTION**



The Companies Act 1985  
Private Company Limited  
by Shares

of **HALLMARK COMPANY SERVICES LIMITED**

At an *Extraordinary General Meeting* of the above-named Company duly convened and held at 140 Tabernacle Street, London EC2A 4SD on 10th March 1994 the subjoined **SPECIAL RESOLUTION** was duly passed viz:-

**RESOLUTION**

That the name of the Company be changed to:

**STANLEY DAVIS GROUP LIMITED**

Signed.....  
**I. POTTER - Chairman**

**HALLMARK** 140 Tabernacle Street  
**COMPANY** London EC2A 4SD  
**SERVICES** Telephone: 07 251 0600  
**LIMITED** Fax: 07 251 0602  
Dr: 3349 Finsbury Square