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 2446925

Name of company

* ELMSBROOK LIMITED

* insert full name of Company

I, PAUL FREDERICK PAYNE

of 31 CORSHAM STREET

LONDON N1 6DR

do solemnly and sincerely declare that I am a person named as 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 41, Holloway Road, London N7

Declarant to sign below

the 26th day of October

One thousand nine hundred and eighty-nine

before me Mkeshani MUMTAZ KESHANI B.Sc (ECON.)

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):

L&A

LAW & ACCOUNTANCY (agency services) Limited

31, Corsham Street
London N1 6DR
Tel 01-250 1410 FAX 01-250 1973

For official Use

New Companies Section | Post room

N C
17 NOV 1989
COMPANIES HOUSE

COMPANIES FORM No. 10

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

10

Please do not write in this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

Name of company

* Insert full name of company

* ELMSBROOK LIMITED

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

31 CORSHAM STREET LONDON

Postcode N1 6DR

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

LAW & ACCOUNTANCY (AGENCY SERVICES) LIMITED
31 CORSHAM STREET
LONDON
Postcode N1 6DR

Number of continuation sheets attached (see note 1)

L&A
LAW & ACCOUNTANCY
(agency services) Limited
31, Corsham Street
London N1 6DR
Tel 01-250 1410 FAX 01-250 1971
Telex: 892908 DX 36603 FINSBURY

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

For official Use

General Section

Post room

N C
17 NOV 1989
COMPANIES HOUSE

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) PAUL FREDERICK PAYNE	Business occupation COMPANY DIRECTOR
Previous name(s) (note 3) 31 CORSHAM STRELT	Nationality BRITISH
Address note 4) LONDON	
Postcode N1 6DR	Date of birth (where applicable) (note 6)
Other directorships † LAW & ACCOUNTANCY (AGENCY SERVICES) LIMITED	
L & A PERSONAL SEARCHES LIMITED	
COMPTON HOUSE (MANAGEMENT) LIMITED	
I consent to act as director of the company named on page 1	
Signature	Date 16 OCT 1989

† enter particulars of other directorships held or previously held (see note 5) If this space is insufficient use a continuation sheet.

The name(s) and particulars of the person who is, or the persons who are to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) KEITH STEPHEN DUNGATE	
Previous name(s) (note 3)	
Address (notes 4 & 7) 31 CORSHAM STREET	
LONDON	
Postcode N1 6DR	
I consent to act as secretary of the company named on page 1	
Signature	Date 16 OCT 1989

Signature of agent on behalf of subsribers	Date

Signed	Date 16 OCT 1989
Signed	Date
Signed	Date 16 OCT 1989
Signed	Date
Signed	Date
Signed	Date

2446925

27-11-89

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Memorandum of Association of

L&A
L & A FORMATIONS
31 CORSHAM ST.,
LONDON N1 6DR
TEL: 01-250 3107

ELMSBROOK LIMITED

1. The Company's name is Elmsbrook Limited.

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-

(A) To manage estates and property and to purchase property for investment or resale, and to traffic in land and house and other property of any tenure and any interest therein whether situated in the United Kingdom or elsewhere; and to create, sell, and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house, or other property or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property whether real or personal; to purchase for investment or resale business concerns and undertakings, mortgages, charges, annuities, shares, stocks, debentures, debenture stock, securities, book debts and claims, and to carry on business concern or undertaking so acquired; to prepare building sites, and to construct, reconstruct, pull down, alter, improve, decorate, furnish and maintain flats, maisonettes, dwelling houses, shops, offices, clubs, buildings, works and conveniences of all kinds; to lay out roads and pleasure gardens and recreation grounds; to plant, drain or otherwise improve the land or any part thereof, and to carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants, dealers in building requisites, carriers, estate agents, surveyors, and insurance brokers.

NW £300
DIO

(B) To carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancilliary to the other objects of the Company.

(C) To purchase, sell, exchange, improve, rent, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire, deal with and hold any estate or interest in any lands, buildings, easements, rights, privileges, or other property, chattels and effects or any interest or right in relation thereto.

(D) To erect, pull down, repair, alter, develop, construct, lay down, enlarge, maintain or otherwise deal with any buildings, factories, stores, shops, plant and machinery, roads, railways, tramways, sidings, bridges, reservoirs and works necessary or convenient for the Company's business and to contribute to the performance of any of the above.

(E) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property of any description suitable to the purposes of the Company, and to pay cash or to issue any shares, stocks, debentures, or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(F) To apply for, purchase or otherwise acquire and hold or deal in any manner with any patents, licences, concessions, secret processes or other property which may seem to the Company capable of being dealt with by or to be of benefit or convenient to the pursuit of any trade or business of the Company and to grant rights and interests thereout.

(G) To sell, improve, let, licence, develop, manage, turn to account, exchange, grant royalty, share of profits or otherwise, grant easements and other rights in and over and in any other manner deal with or dispose of the undertaking or any part thereof and all or any of the property and assets for the time being of the Company on such terms and for such consideration as the Company may approve.

(H) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may from time to time be determined.

(I) To lend money to any person, firm or company upon such terms and with or without security and subject to such conditions as may from time to time be determined.

(J) To give all kinds of indemnities either with or without the Company receiving any consideration or advantage and to guarantee the payment of the capital or principal (together with any premium) of any debentures, debenture stock, bonds, mortgages, charges, obligations, dividends, securities, moneys or shares or interest thereon, or the performance of any contracts or engagements of any other person, firm or company.

(K) To borrow or raise or secure the payment of money in such manner as shall from time to time be determined for the purposes of or in connection with the Company's trade or business and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's undertaking or property and by reissuing any debentures at any time paid off, and by becoming a member of any building society.

(L) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present and 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 and subject to such rights, powers, privileges and conditions 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 assurances.

(M) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons, firms or companies having dealings with the Company or in whose business or undertakings the Company is interested whether directly or indirectly.

(N) To pay for any property or rights of any description acquired by the Company either in cash, by instalments, or otherwise, or fully or partly paid-up shares, either with or without preferred or deferred or other 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 way and partly in another, and generally on such terms as the Company may determine.

(O) To accept payment for any property or rights of any description 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 of any company, either with or without preferred or deferred or other special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or debenture

stock, mortgages or other securities of any company or companies, 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.

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

(Q) To purchase, subscribe for, or otherwise acquire and hold shares, stocks, debentures, debenture stock or other interests in or obligations of any other company or corporation.

(R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.

(S) To establish or promote or join or assist in establishing or promoting any other company or companies for the purpose of acquiring all or any of the assets and liabilities of the Company or for any other purpose the promotion of which shall be in any manner calculated or appear to the Company to advance directly or indirectly the objects or interests of the Company.

(T) To amalgamate with any other company or companies whose objects are or include objects similar to those of the Company or any of them, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company or companies as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(U) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests, or co-operation with any person, firm or company whose objects are or include objects similar to those of the Company or any of them.

(V) To establish, support and maintain and to aid and procure the establishment, support and maintenance of any non-contributory or contributory pension or superannuation funds or any other trusts or funds calculated to benefit, and give or procure the giving of donations, gratuities, pensions, allowances, or enrolments to any persons who are or were at any time employed by or in the service of the Company (including any Director holding a salaried office or employment in the Company) or of any other company which is for the time being the Company's holding company, or a

2241-89

subsidiary of the Company (as defined by s.736 of the Companies Act 1985) or the families and dependants of such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other companies or persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.

(W) To subscribe or guarantee money for or organise, assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may appear to further, whether directly or indirectly, the objects of the Company or the interests of its members or employees.

(X) To pay out of the funds of the Company all costs and expenses of and incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission, and to remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(Y) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their families, dependants and connections.

(Z) 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.

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

(BB) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is declared that the foregoing objects of the Company shall be separate and distinct objects of the Company, and none of the said objects shall be deemed to be subsidiary to or limited in any way by any other object or objects.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.

2211-89

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
PAUL FREDERICK PAYNE 31 Corsham Street LONDON N1 6DR	1
KEITH STEPHEN DUNGATE 31 Corsham Street LONDON N1 6DR	1
TOTAL SHARES TAKEN:	2

16 OCT 1989

WITNESS to the above Signatures:-

BRIAN ROBERT GRIFFIN
31 Corsham Street
LONDON N1 6DR

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Articles of Association

of

CHARNSETT LIMITED

PRELIMINARY

1.(1) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company.

(2) The following Regulations of Table A shall not apply to the Company, namely Regulations 3, 24, 41, 46, 48, 64, 67, 73, 74, 75, 80, 94, 95, 96, 97.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

PRIVATE COMPANY

3. The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

4.(1) All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit;

(2) The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority;

(3) Unless and until the authority conferred by (2) above is revoked, renewed or varied,

(a) the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of the incorporation of the Company;

(b) such authority shall expire on the fifth anniversary of the date of the incorporation of the Company.

REDEMPTION OF SHARES

5. Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

LIEN

6. The lien conferred by Regulation 8 of Table A shall also attach to:

(a) fully paid shares;

(b) all shares whether fully paid or not standing registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

7. The transferor shall be deemed to remain a holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof.

8. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of any share, whether or not it is fully paid.

9.(1) A member (referred to in this Article as "the Transferor") desiring to transfer shares otherwise than to another member shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question (referred to in this Article as "the transfer notice");

(2) The transfer notice shall constitute the Directors as agents of the transferor for the sale of the shares included in the transfer notice at the prescribed price (as hereinafter defined) and on the terms hereinafter set out;

(3) The prescribed price shall be such price per share as shall be agreed between the transferor and the Directors or in default of agreement as shall be fixed by the Auditors for the time being of the Company as the fair value thereof; and the cost of the said valuation by the Auditors shall be borne by the Company;

(4) The Directors shall offer the shares included in the transfer notice to the members of the Company (other than the transferor) at the prescribed price, and such offer shall be expressed to be open for acceptance for a period of not more than twenty-eight days;

(5) In the event of competition the shares so offered shall be sold to the members accepting the offer in such proportions (or as nearly as may be and without increasing the number sold to a member beyond the number applied for by him) as their existing holdings bear to the issued share capital of the Company;

(6) The transferor shall be bound upon receipt of the prescribed price to transfer to each member who has accepted the said offer such number of shares included in the transfer notice as such member shall have so accepted;

(7) Where a transferor fails or refuses so to transfer any shares within twenty-eight days after having become so bound so to do the Directors may authorise some person to execute on behalf of and as attorney for the transferor any necessary transfers and may receive the purchase money therefor in trust for the transferor; and in any such case the receipt of the Company shall be a good discharge to the purchaser who shall not be bound to see to the application thereof;

(8) If, at the expiry of the time prescribed for the acceptance of offers under (4) above, any shares included in the transfer notice have not been accepted for purchase by the members or any of them on the terms set out in (4) to (7) above inclusive the transferor shall be at liberty to dispose of so many of such shares as have not been so accepted for purchase in any manner he may think fit within three months from the expiry of the said time prescribed under (4) above.

PROCEEDINGS AT GENERAL MEETINGS

10.(1) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour 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.

(2) If at the adjourned meeting a quorum is not present within half an hour 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 be a quorum.

11.(1) 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.

(2) A poll may be demanded:-

(a) by the Chairman; or

(b) by a member (present in person or by proxy) having the right to attend and vote at the meeting; or

(c) by a duly authorised representative of a corporation.

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

(4) 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.

12. 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

13. There shall be inserted the words "Unless the Directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company.

14.(1) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-

(a) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or

(b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

(2) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

NUMBER OF DIRECTORS

15.(1) The number of Directors shall be not more than seven but need not exceed one.

(2) 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.

ALTERNATE DIRECTORS

16. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

POWERS OF DIRECTORS

17. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

PROCEEDINGS OF DIRECTORS

18. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company.

19. For the purposes of Regulation 93 of Table A, the consent of a Director or an alternate Director to a resolution may also be given by giving notice of his approval to the Company by letter, telex, cable or other similar means.

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.

NAMES AND ADDRESSES OF SUBSCRIBERS
PAUL FREDERICK PAYNE 31 Corsham Street LONDON N1 6DR KEITH STEPHEN DUNGATE 31 Corsham Street LONDON N1 6DR

DATED 16 OCT 1989

WITNESS to the above Signatures:-

BRIAN ROBERT GRIFFIN
31 Corsham Street
LONDON N1 6DR

FILE COPY

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

No. 2446925

I hereby certify that

ELMSBROOK 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 27 NOVEMBER 1989

M. Moss
MRS. M. MOSS

an authorised officer

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 2446925

Name of company

* ELMSBROOK LIMITED

* insert full name of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 4th December 1989 the nominal capital of the company has been increased by £ 1,900 beyond the registered capital of £ 100.

§ 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:

pari passu for all purposes with the existing shares of the capital of the Company

Please tick here if continued overleaf ☐

† delete as appropriate

Signed [Director][~~Secretary~~]† Date 5/12/89

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

TAYLOR WALKER,
65 HIGH STREET,
HARPENDEN,
HERTS. AL5 2SW

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For official Use

General Section

Post room

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COMPANY NO. 2446925

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION OF ELMSBROOK LIMITED

PASSED ON 5TH DECEMBER 1989

AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY

DULY CONVENED AND HELD AT

GLEN HOUSE, STAG PLACE, VICTORIA, LONDON SW1E 5AG

On 5th December 1989 the following resolution was passed as an ordinary resolution:

That the authorised share capital of the Company be increased to £2,000 by the creation of an additional 1,900 shares of £1 each such shares to rank pari passu for all purposes with the existing shares in the capital of the Company.

.....

Chairman

12-12-89

COMPANY NO. 2446925

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF ELMSBROOK LIMITED

PASSED ON 5TH DECEMBER 1989

AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY

DULY CONVENED AND HELD AT

GLEN HOUSE, STAG PLACE, VICTORIA, LONDON SW1E 5AG

On 5th December 1989 the following resolution was passed as a special resolution:

That the Directors of the Company be and are hereby unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot up to a maxium of 2,000 Ordinary Shares of £1 each in the capital of the Company at any time before 31st December 1989 (on which date this authority shall expire) and that the Directors shall have power to exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine.

.....

Chairman

124128

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 hold block lettering

To the Registrar of Companies

For official use

Company number 2446925

Name of company

* ELMSBROOK LIMITED

* insert full name of company

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 alongside should be completed as in the following examples:

5 April
Day Month
0 5 0 4

30 June
Day Month
3 0 0 6

31 December
Day Month
3 1 1 2

Day Month
3 1 1 2

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

Signed [signature] Designation‡ Director Date 5/12/04

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

TAYLOR WALKER,
65 HIGH STREET,
HARPENDEN,
HERTS. AL5 2SW

TT/33468

For official Use
General Section

Post room

-7 DEC 2004

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

Company No. 2446925

The Registrar of Companies for England and Wales hereby certifies that

ELMSBROOK LIMITED

having by special resolution changed its name, is now incorporated

under the name of

SPRING GARDENS II LIMITED

Given at Companies House, Cardiff, the 22nd November 1994

C024469258

For the Registrar of Companies

COMPANIES HOUSE

Company Number 2446925

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ELMSBROOK LIMITED

passed on 8 November 1994

At an extraordinary general meeting of the above named company held at 6 Spring Gardens Citadel Place Tinworth Street London SE11 5EH on 8 November 1994 the following resolution was proposed and duly passed as a special resolution of the company

Special Resolution

That the name of the company be changed forthwith to Spring Gardens II Limited

.....
Secretary