

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**Please do not  
write in  
this margin

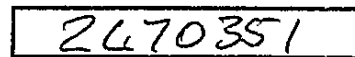
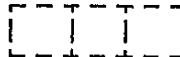
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

\* AVIATION DEFENCE and MARINE SPARES LIMITED

\* insert full  
name of Company

I, EDWARD BROOKS BEATTY MONDS

of Wessex House,

Wimborne,

Dorset BH21 1AS

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at Wimborne in the

County of Dorset

Declarant to sign below

the 1<sup>st</sup> day of February

One thousand nine hundred and ninety

before me

GRAHAM H. EVANS  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

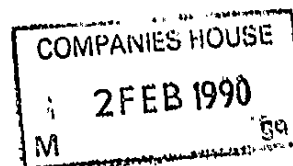
Presentor's name address and  
reference (if any):

TURNERS  
Wessex House  
Wimborne  
Dorset BH21 1AS

For official Use

New Companies Section

Post room



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

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

\*Insert full name  
of company

Name of company

* AVIATION DEFENCE and MARINE SPARES LIMITED
--

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

Wessex House	
Wimborne	
Dorset	
Postcode	BH21 1AS

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
---

TURNERS	
Wessex House	
Wimborne	
Dorset	
Postcode	BH21 1AS

Number of continuation sheets attached (see note 1)

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

TURNERS  
Wessex House  
Wimborne  
Dorset BH21 1AS

For official use

General Section

Post room

COMPANIES HOUSE	
2 FEB 1990	
M	BB

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:

Name (note 3) <u>PIERS SEYMOUR BUTLER</u>		Business occupation <u>Solicitor</u>	
Previous name(s) (note 3)		Nationality	
Address (note 4) <u>Wessex House</u>		<u>British</u>	
<u>Wimborne</u>		Date of birth (where applicable)	
<u>Dorset</u>	Postcode <u>BH21 1AS</u>	(note 6) <u>n/a</u>	
Other directorships† <u>Please see attached sheet</u>			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not write in this margin

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

Name (note 3) <u>EDWARD BROOKS BEATTY MONDS</u>		Business occupation <u>Solicitor</u>	
Previous name(s) (note 3)		Nationality	
Address (note 4) <u>Wessex House</u>		<u>British</u>	
<u>Wimborne</u>		Date of birth (where applicable)	
<u>Dorset</u>	Postcode <u>BH21 1AS</u>	(note 6) <u>n/a</u>	
Other directorships† <u>Please see attached sheet</u>			
I consent to act as director of the company named on page 1			
Signature <u>[Signature]</u>		Date <u>3rd January 1990</u>	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in  
this margin

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

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

Name (notes 3 & 7)		EDWARD BROOKS BEATTY MONDS	
Previous name(s) (note 3)			
Address (notes 4 & 7)		Wessex House	
Wimborne			
Dorset		Postcode	BH21 1AS
I consent to act as secretary of the company named on page 1			
Signature		Date	

Name (notes 3 & 7)		VALERIE LEE	
Previous name(s) (note 3)			
Address (notes 4 & 7)		Wessex House	
Wimborne			
Dorset		Postcode	BH21 1AS
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	
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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

# EBBMonds List of Directorships 31/1/90

## List of Current Directorships EDWARD BROOKS BEATTY MONDS

Astonland Ltd  
Aviation Marine & Defence Spares Limited  
Boater (Wessex) Ltd

Chadhaven Ltd  
Cresta Court (Bournemouth) Ltd  
Dalenallen Ltd

Enterprise Innovation Ltd

Faradale Ltd

Headlands Management Co Ltd  
Henchard Court Dorchester Ltd  
Horse Sands Ltd

Langshire Ltd

Leond Developments Ltd  
Leond Homes Ltd  
Middle Shingles Ltd  
Netab (Wessex) Ltd  
Praefector (Wessex) Ltd

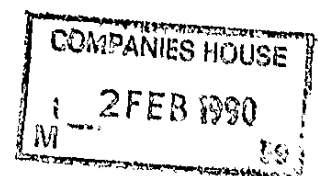
Rainbow Corporation (Wessex) Ltd  
Russell Court (New Milton) Limited  
Ward Wessex Ltd  
Warmfreeze Limited  
Webasto Air Conditioning Limited  
Yachtbrokers International Ltd

## LIST OF DIRECTORSHIPS

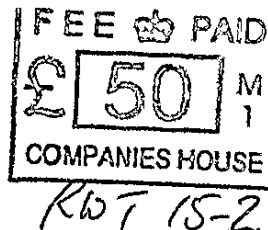
Resigned from

Oldgrange Ltd	1985
Aspen Gardens Management Co No.2 Ltd	1986
Curtis Hoy Promotions Ltd	1989
Oakwood (Talbot Woods) Ltd	1986
Hepworth Properties (Poole) Ltd	1986
Allendale (Wessex) Ltd	1987
Alextel Ltd	1987
Datech Ltd	1987
Webasto Heating Ltd	1988
Parkstone Court Parkstone Ltd	1989
Ashley Court Parkstone Ltd	1989
Douglas Court Parkstone Ltd	1989

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
AVIATION DEFENCE and MARINE SPARES LIMITED



THE COMPANIES ACT 1985



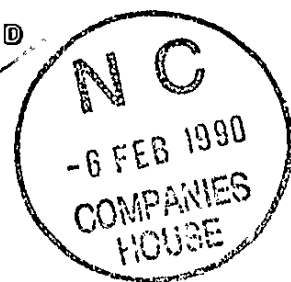
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AVIATION DEFENCE and MARINE SPARES LIMITED

1. The Company's name is Aviation Defence and Marine Spares 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 the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement, proprietors of shops, warehouses, workshops, garages, offices and factories of all kinds, hotels, cafes, restaurants, houses, laundrettes, flats, furnished and unfurnished rooms, and to buy, develop, lease and deal generally in land whether freehold or leasehold, brokers, accountants, investment agents, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, welders, computer programmers, operators, analysts, designers and software writers and suppliers, film, video and record producers and publishers, printers, stationers, theatrical agents, booking agents chemists, grocers, clothiers, garment manufacturers, textile suppliers, jewellers and dealers in precious gems and stones and metals of all kinds, green grocers, tobacconists, newsagents confectioners, funeral directors, undertakers, bookmakers, caterers, consultants, haulage contractors, shippers and freight forwarders, estate agents, hairdressers, photographers, security contractors, insulation contractors, detective agents, car hirers and to act as dealers generally in electrical and electronic goods and services and to supply travel services and to act as travel agents, and suppliers of transport services and facilities of all kinds including sporting facilities and grounds and goods, and to supply double glazing insulation and security systems and services of all kinds and to supply goods and services of all kinds by mail order and to supply telecommunications goods, services and to run nightclubs repair and manufacture aircraft, supply agricultural services and expertise and to undertake cleaning services of all kinds.
  - (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights 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,



L1/50  
308552



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 purposes of or in connection with the Company's business or any branch or department thereof.

- (D) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes 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.
- (E) For the purposes of or in connection with the business of the Company 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 called capital for the time being of the Company, and to issue as 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. 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 or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (F) To receive money on deposit or loan upon such terms as the Company may approve.
- (G) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (H) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (I) 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 or 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.
- (J) 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 this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (K) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (L) 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.
- (M) 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.

(N) To do all such things as incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anyway limited by reference from any other paragraph or the name of the Company and provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of Members is limited.


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

Pursuant to this Memorandum we, the subscribers to this Memorandum of Association, wish to be formed into a Company and each agree to take the number of shares shown opposite our respective names.

DATED the *31st* day of *January* 1990

Names and Addresses of Subscribers

Number of shares taken

  
EDWARD BROOKS BEATTY MONDS  
Solicitor,  
Wessex House,  
Wimborne, Dorset. BH21 1AS

*One*  
One

*S. C. Hazlewood*  
SUSAN CAROL HAZLEWOOD  
Legal Assistant,  
Wessex House,  
Wimborne, Dorset. BH21 1AS

*One*  
One

Total shares taken by subscribers :

Two

Witness to the above Signatures:-

*Valerie Lee*

VALERIE LEE  
Secretary,  
Wessex House  
Wimborne, Dorset. BH21 1AS

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AVIATION DEFENCE and MARINE SPARES LIMITED

A. Table A of the Companies (Tables A-F) Regulations 1985 will be Articles of Association of the Company subject to the modifications and additions hereinafter contained.

B. Modifications to Table A.

<u>Regulation Number:</u>	<u>Modification:</u>
24	Shall not apply.
41	The words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved" shall be inserted at the end of the regulation. The word "one" shall be substituted for the "two".
73 to 78	shall not apply.
79	The words "and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting" are deleted.
94	Shall not apply.
115	The words "unless the contrary is proved" are deleted.

C. The Company is a private Company and:-

- (1) No offer of any shares in or debentures of the company or any allotment or agreement to allot in any form shall be made with a view to all or any shares or debentures being offered for sale to the public.
- (2) The directors may in their absolute discretion decline to register any transfer of any share without giving any reason for their decisions.

D. Directors.

- (1) A sole Director may exercise all the powers and authorities vested in the directors by these articles.

- (2) A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
- (3) The Directors need not retire by rotation or at the first Annual General Meeting.
- (4) The Company may by ordinary resolution appoint a person who is willing to be a Director either to fill a casual vacancy or as an additional Director.

DATED the *31st* day of *January* 1990

Names and Addresses of Subscribers

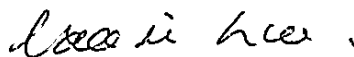


EDWARD BROOKS BEATTY MONDS  
Solicitor,  
Wessex House,  
Wimborne, Dorset. BH21 1AS



SUSAN CAROL HAZLEWOOD  
Legal Assistant,  
Wessex House,  
Wimborne, Dorset. BH21 1AS

Witness to the above Signatures:-



VALERIE LEE  
Secretary,  
Wessex House,  
Wimborne, Dorset. BH21 1AS



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

No. 2470351

I hereby certify that

**AVIATION DEFENCE AND MARINE SPARES 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 15 FEBRUARY 1990

*P. Bevan*  
P. BEVAN

an authorised officer