

G

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

Please do not  
write in  
this margin

Pursuant to section 23(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

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

Name of Company

[ ] [ ] [ ] [ ]

252682

\* Insert full name  
of company

\*  
ACTIVITY WORLD LTD.

I, Robert Stephen Kelford a duly authorised Officer of  
Chettleburgh International Limited of Temple House, 20  
Holywell Row, London EC2A 4JB

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 130 High Street,  
Hornchurch,  
Essex RM12 4UH

Declarant to sign below

the 6TH day of JUNE

One Thousand nine hundred and ninety

before me

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):

CHETTLEBURGH'S LIMITED  
Temple House,  
20, Holywell Row,  
London EC2A 4JB

Tel: (01) 377-0381

For Official use

General Section

Post room

G

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

BI

To the Registrar of Companies

For Official Use

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

Name of Company

ACTIVITY WORLD LTD.
---------------------

\*insert full name  
of company.

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

8 MARKET PLACE	
HATFIELD	
HERTS	
AL10 0LN	Postcode AL10 0LN

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
---

CHETTLEBURGH'S LIMITED	
Temple House,	
20, Holywell Row,	
London	Postcode EC2A 4JB

Number of continuation sheets attached (see note 1)

/
---

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

CHETTLEBURGH'S LIMITED  
Temple House  
20 Holywell Row  
London EC2A 4JB

Tel: (071) 377-0381

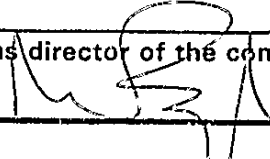
For Official use

General Section


Post room

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) MICHAEL ALAN BOYLE		Business occupation COMPANY DIRECTOR	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 44 LATTIMORE ROAD, WIMBORNE, DORSET		Date of birth (where applicable) 19 7 55	
Postcode AL4 8QE		(note 6)	
Other directorships + PRIM FINANCIAL SERVICES LTD			
I consent to act as director of the company named on page 1			
Signature 		Date 4.6.90	

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

Name (note 3) MALCOLM WILLIAMS		Business occupation COMPANY DIRECTOR	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) WALLAND MINOR BRINKERS LANE, WASHMORST, EAST SUSSEX		Date of birth (where applicable)	
Postcode TN5 6LU		(note 6)	
Other directorships + WHARTON WILLIAMS HOLDINGS LTD WHARTON WILLIAMS LTD ALPHA STRENGTH			
I consent to act as director of the company named on page 1			
Signature 		Date 2/6/90	

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

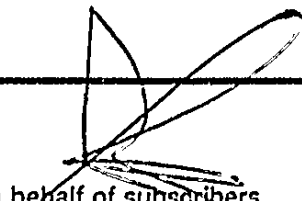
The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		CHETTLEBURGH INTERNATIONAL LIMITED	
Previous name(s) (note 3)			
Address (notes 4 & 7)		Temple House	
		20 Holywell Row	
London		Postcode	EC2A 4JB
I consent to act as secretary of the company named on page 1			
Signature		Date 6-6-1990	

Robert Stephen Kelford for and on behalf of  
Chettleburgh International Limited

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 6-6-1990

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

A PRIVATE COMPANY LIMITED BY SHARES.

2512682

MEMORANDUM OF ASSOCIATION of  
**ACTIVITY WORLD LTD.**

1. The name of the Company is:- **ACTIVITY WORLD LTD.**
2. The Registered Office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are :-
  - (a) To design, construct and develop, buy, sell, lease, promote, own, operate and manage leisure parks, leisure centres, theme parks, skate board parks, roller and ice skating rinks, golf courses, putting greens, swimming pools, golf clubs, health clubs, sauna baths, bowling alleys, tennis courts, gymnasiums, billiard rooms, bingo halls, dance halls, clubs, theatres, cinemas, public houses, hotels, restaurants, cafes, amusement arcades, gaming and gambling centres, zoos, animal parks, marinas and sailing centres, aquariums and places for competitive sports, pastimes and recreation and to supply all catering, accommodation and parking facilities thereat and to enter into agreements with local and county authorities for the establishment and operation of leisure parks and places of recreation and amusement in the British Isles and abroad and also to design, develop, manufacture, market, distribute and promote all leisure products, goods and clothing and to act as wholesalers, distributors, mail order dealers and retailers thereof.
  - (b) To carry on business as entertainment promoters and to produce and manage revues, plays, musicals, radio and television programmes, films and theatrical productions; to act as theatrical and entertainment agents for groups, orchestras, bands, singers, artists, actors, actresses and dancers and to publish and produce music, books, records and tapes.
  - (c) To act as manufacturers, importers, exporters, wholesalers, retailers and hirers of all sports equipment, clothing and products of all kinds, food, drink, wines, beers and spirits and all cooking and catering equipment and accessories and to act as coach operators, taxi proprietors, travel and ticket and tour operators.

**CHETTLEBURGH'S LIMITED**  
TEMPLE HOUSE  
20 HOLYWELL ROW  
LONDON EC2A 4JB  
TEL. (071) 377-0381  
FAX. (071) 377-6646

MBE 780  
P16 108 709

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.
- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub contracts for any person,

persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.

- (l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods the performance of any contract or obligation of any person firm or company whatsoever.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business.
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependants 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 not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

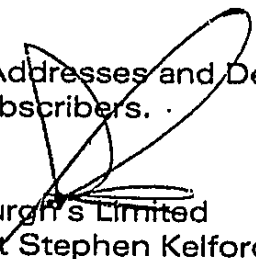
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.



We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

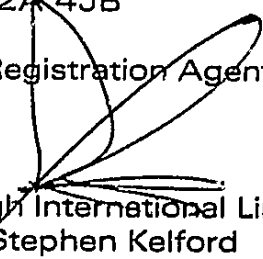
Names, Addresses and Descriptions  
of the Subscribers.

Number of Shares taken  
by each Subscriber.

  
Chettleburgh's Limited  
by Robert Stephen Kelford  
a duly authorised Officer  
Temple House  
20 Holywell Row  
London EC2A 4JB

One

Company Registration Agents

  
Chettleburgh International Limited  
by Robert Stephen Kelford  
a duly authorised Officer  
Temple House  
20 Holywell Row  
London EC2A 4JB

One


Anglo-Japanese Consultants

Total Shares Taken

Two

Dated the 1st day of June 1990

Witness to the above signatures:-

  
Ian Michael Cheffins  
Temple House  
20 Holywell Row  
London EC2A 4JB

Company Registration Agent

**THE COMPANIES ACT 1985**

**A PRIVATE COMPANY LIMITED BY SHARES.**

**ARTICLES OF ASSOCIATION of**

**ACTIVITY WORLD LTD.**

**PRELIMINARY.**

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or 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 the shares or debentures being offered for sale to the public.
2. Subject as hereinafter provided the Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company.
3. The following Regulations of the said Table 'A' shall not apply to this Company videlicet: - 24, 46, 47, 50, 64 to 69, 73, 74, 75, 76, 77, 78, the second and third sentences of Regulation 79 and Regulations 81, 94 and 95.

**CAPITAL.**

4. The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.
5. (a). Sections 89(1), section 90(1) to (5) and Section 90(6) of the Act shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.  
  
(b). Save as otherwise directed by the Company in General Meeting any shares which are not comprised in the authorised

share capital with which the Company is incorporated from time to time to be created shall before they are issued be offered to the members in proportion as nearly as possible to the number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

6. Subject to the provisions of the Act including Sections 159 and 171 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.
7. Subject to the provisions of the Act including Sections 171 to 175 thereof the Company may purchase its own shares including any redeemable shares.

#### **LIEN.**

8. The lien conferred by Regulation 8 of Table 'A' on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

#### **TRANSFER OF SHARES.**

9. A Member desiring to transfer shares otherwise than to the Company pursuant to Article 7 hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price

fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

#### **PROCEEDINGS AT GENERAL MEETINGS.**

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

#### **DIRECTORS.**

11. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally and Regulations 89 and 90 shall be modified accordingly. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Directors accordingly. A Director need not hold shares in the Company and no Director shall be subject to retirement by rotation.
12. The Company shall not be subject to section 293 of the Act 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. In the case of an equality of votes at any Directors Meeting the Chairman of the Company shall not have a second or casting

vote and Article 88 of Table 'A' shall be modified accordingly.

14. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place or profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

#### **SECRETARY.**

15. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the incorporation of the Company and deemed to be appointed accordingly.

#### **BORROWING POWERS OF THE DIRECTORS.**

16. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or any part thereof, and subject to section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

#### **ALTERNATE DIRECTORS.**

17. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

## **INDEMNITY.**

18. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

## **DISQUALIFICATION OF DIRECTORS**

19. The office of a Director shall be vacated:-

- ( 1 ) If by notice in writing to the Company he resigns the office of Director,
- ( 2 ) If he ceases to be a Director by virtue of Section 291 of the Act,
- ( 3 ) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- ( 4 ) If he becomes of unsound mind,
- ( 5 ) If he is prohibited from being a Director by any order made under Section 295 to 300 of the Act,
- ( 6 ) If he is removed from office by a resolution duly passed under Section 303 of the Act.

# G

COMPANIES FORM No. 224

## Notice of accounting reference date (to be delivered within 9 months of incorporation)

# 224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies  
(Address overleaf)

Company number

2512682

Name of company

\*

ACTIVITY WORLD 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 along-  
side should be  
completed as in the  
following examples:

Day Month

3 0 0 9

5 April  
Day Month

0 5 0 4

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



Designation†

D. R. GOR

Date

17/9/90

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

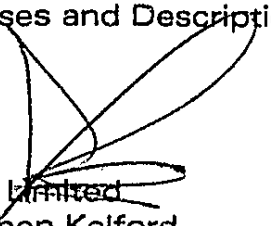
LOVETTS  
Chartered Accountants  
THE RED HOUSE  
BLUECOATS  
HERTFORD  
HERTS. SG14 1AX

For official use  
D.E.B.

Post room

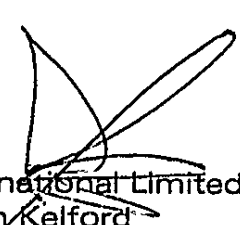


Names, Addresses and Descriptions of the Subscribers.



Chettleburgh's Limited  
by Robert Stephen Kelford  
a duly authorised Officer  
Temple House  
20 Holywell Row  
London EC2A 4JB

Company Registration Agents




Chettleburgh International Limited  
by Robert Stephen Kelford  
a duly authorised Officer  
Temple House  
20 Holywell Row  
London EC2A 4JB

Anglo-Japanese Consultants

Dated the 1st day of June 1990

Witness to the above signatures:



Ian Michael Cheffins  
Temple House  
20 Holywell Row  
London EC2A 4JB

Company Registration Agent



# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2512682

I hereby certify that

ACTIVITY WORLD LTD.

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

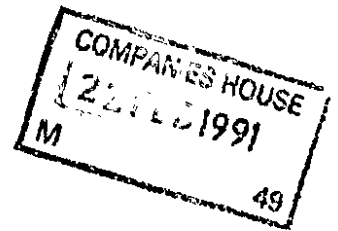
Given under my hand at the Companies Registration Office,  
Cardiff the 18 JUNE 1990

A handwritten signature in cursive script, reading "F. A. Joseph.".

F. A. JOSEPH

an authorised officer

Companies Acts 1985  
Company Limited by Shares  
Special Resolution  
of  
Activity World Limited  
No. 2512682



At an Extraordinary General Meeting of the Members of Activity World Limited held at Hatfield on 15 January 1991 at 12 XXXX/p.m. the following resolution was passed as a Special Resolution:-

THAT:

- (1) The authorised share capital of the Company be increased from £100 to £2,000 by the creation of 1,900 Ordinary Shares of £1.00 each ranking pari passu in all respects with the existing Shares in the capital of the Company having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company adopted pursuant to Paragraph (2) of this Resolution.
- (2) The regulations contained in the document attached hereto and signed for identification by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.
- (3) That the Directors be and are hereby authorised generally for the purpose of Section 80 of the Companies Act 1985 to allot and issue such number of relevant securities and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the provisions of the Articles of Association of the Company adopted pursuant to Paragraph (2) of this Resolution:-
  - (a) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being and from time to time while this authority is in force;
  - (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of passing of this Resolution provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors/

Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

.....  
Secretary.

Presented by:

Ledingham Chalmers,  
Solicitors,  
1 Golden Square,  
Aberdeen.

DKL/RC/SAM

No. 2512682

The Companies Act 1985  
Private Company Limited by Shares

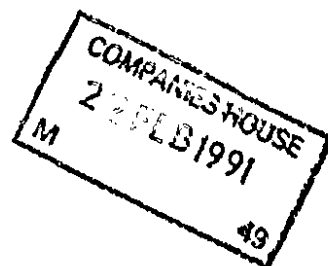
ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 15 January 1991)

of

ACTIVITY WORLD LIMITED

Incorporated on the 18 June 1990



COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

\*ARTICLES OF ASSOCIATION OF ACTIVITY WORLD LIMITED

Interpretation

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

'THE ACT' means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

'TABLE A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A shall not apply to the Company.

Share capital

4. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.
5. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.
6. The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of 5 years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act.
7. The provisions of section 89(1) of the Act shall not apply to the Company.

Lien/

\*Adopted by Special Resolution dated 15 January 1991

## Lien

8. The Company shall have a first and paramount lien on every 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 registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

## Transfer of shares

9. The directors may, in their absolute discretion and without giving any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

## Proceedings at general meetings

10. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
11. A poll may be demanded at any general meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.
12. On a show of hands or on a poll votes may be given either personally or by proxy.

## Number of directors

13. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

## Delegation of powers

14. The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company.

## Alternate directors

15. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.

16./

16. When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

#### Appointment and retirement of directors

17. The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company.
18. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
19. Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.
20. There shall be no age limit for directors of the Company.
21. A director shall not be required to hold any qualification shares in the Company.

#### Disqualification and removal of directors

22. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:
  - (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;
  - or
  - (e) he is otherwise duly removed from office.

#### Remuneration of directors

23. Regulation 82 of Table A shall be amended by the addition of the following:

Such/

Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine.

#### Proceedings of directors

24. Regulation 88 of Table A shall be amended by substituting for the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

the following sentence:

Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom.

25. If and so long as the minimum number of directors specified under these Articles is one, a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect.
26. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
27. Subject to such disclosure as is required by section 317 of the Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

#### The seal

28. In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

#### Notices/



## Notices

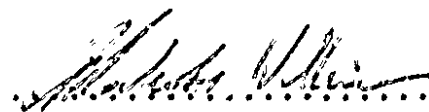
29. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

## Indemnity

30. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Hatfield 15 January 1991

What is contained on this and the four preceding pages is a print of the Articles of Association of Activity World Limited adopted by Special Resolution dated 15 January 1991

..........  
Chairman.

# 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

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2512682

Name of company

* ACTIVITY WORLD LIMITED
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\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 15 January 1991 the nominal capital of the company has been  
increased by £ 1900 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:

The shares will rank pari passu with the existing shares in the Company.

Please tick here if  
continued overleaf

☐

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

Signed



Designation‡

Director

Date 15 January 1991

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

Ledingham Chalmers,  
Advocates, 1 Golden Square,  
Aberdeen. AB9 1HA

(Ref: DKL/RC/CEW)

For official Use  
General Section

Post room

