

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

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--

Name of company

* BELLEVIEW PLC

* insert full name
of company

I, JOHN PIPES signing on behalf

of MBC Secretaries Limited

Classic House, 174-180 Old Street, London EC1V 9BP

§ 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 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 Staple Inn Buildings (South)

Declarant to sign below

Staple Inn, London.

WC1V 7QE

dated 27th MARCH 1991

before me

A.J. HOOPER
SOLICITOR

John Pipes

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):

MBC Information Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London, EC1V 9BP
Telephone 071-250 3350
Fax 071-608 0867
LDE Box No. 274

For official Use
New Companies Section





COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

2600072

For official use

☒ Y

BELLEVUE PLC

Registered office of the company on
incorporation.

RO

C/O STEPHEN BARRY & CO

GLIN HOUSE, 39, GLIN STREET,

Post town LONDON

County/Region

Postcode SE11 5HT

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☒ X

Name MBC Information Services Limited

RA

Classic House,

174-180, Old Street,

Post town London,

County/Region

Postcode EC1V 9BP

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

MBC Information Services Limited

Classi House, 174-180, Old Street,

London,

Postcode EC1V 9BP

Telephone 071 250 3350

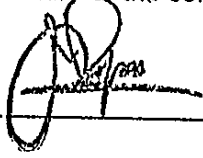
Extension

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS Mr.
John
Pipes
Bell Cottage
Saxby's,
Post town Cowden, Edenbridge,
County/Region Kent,
Postcode TN8 7DU Country UK
I consent to act as secretary of the company named on page 1
Signed  Date 26-3-91

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

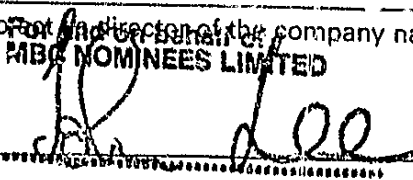
Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

CD
MBC Nominees Limited
Classic House,
174-180, Old Street,
Post town London,
County/Region
Postcode EC1V 9BP Country UK
DO Nationality NA UK
OC Limited Company
OD None
I consent to act as director of the company named on page 1
MBC NOMINEES LIMITED
Signed  Date 26-3-91

* Voluntary details

Consent signature

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

CD

MBC Secretaries Limited

AD Classic House,

174-180, Old Street,

Post town London,

County/Region

Postcode EC1V 9BP

Country UK

Date of birth

DO | | | | |Nationality **NA** UK

Business occupation

OC Limited Company

Other directorships

OD None

* Voluntary details

I consent to be entered on the register of the company named on page 1

For and on behalf of
MBC SECRETARIES LIMITED**Consent signature**

Signed

Date 26-3-91

Delete if the form
 is signed by the
 subscribers.

ISCROSS

Signature of agent on behalf of all subscribers

Date 26-3-91

Delete if the form
 is signed by an
 agent on behalf of
 all 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

MEMORANDUM OF ASSOCIATION

of

BELLEVIEW PLC

1. The Company's name is Belleview PLC
2. The Company is to be a Public Company.
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:-
 - (A) To carry on the wholesale and retail businesses as manufacturers, importers and exporters and cash and credit dealers of general grocers, and provision merchants, fruiterers, greengrocers, bakers, butchers, poulterers, fishmongers, meat salesmen, dealers in cooked, tinned and preserved meats, pastry cooks, licenced victuallers, wine, spirit and beer merchants, tobacconists, confectioners, dairy men and dealers in dairy and farm produce, potato merchants, dealers in seeds, fertilisers, and horticultural sundries and requisites, corn flour and cereal merchants and millers, dealers in animal feeding stuffs, aerated and mineral water manufacturers, restaurateurs, caterers, newsagents, booksellers, fancy goods dealers, dealers in hairdresser's accessories and sundries, perfumery, soaps, shampoos and toilet requisites and preparations, drugs, chemicals, and other commodities of personal and household use and consumption, oil and colourmen, dealers in firewood, coal, coke, anthracite and all manufactured and other solid and liquid fuels and builders' and decorators' materials, tools and appliances, ironmongers and hardware merchants, dealers in glass, china, cutlery and household and domestic appliances and requisites of every description; proprietors of Off-Licences, and mobile and other shops, stores, and kiosks for the supply of any of the goods dealt in by the Company, general domestic storekeepers, haulage and transport contractors, general carriers, garage proprietors and general merchants, agents, traders and dealers; to buy, sell, manufacture, repair, alter, rebuild, reconstruct, hire, let on hire, import, export, and generally deal in plant, machinery, apparatus and articles, things and effects of all kinds ancillary to or capable of being used for the purposes of the foregoing businesses or any of them likely to be required by customers of or persons having dealings with the Company.
 - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
 - (C) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind

necessary or convenient for the purposes of or in connection with the Company's business.

- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of section 736 of the Companies Act 1985), of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (H) To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

- (L) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessor in business or the dependants of such persons and to

establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.

- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

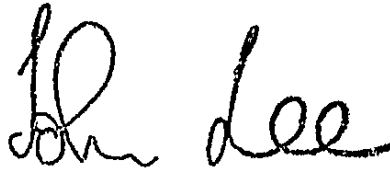
The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

- 5. The liability of the Members is limited.
- 6. The Share Capital of the Company is £50,000 divided into 50,000 Shares of £1 each.

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

Names and Addresses of Subscribers

Number of Shares taken
by each Subscriber



For and on behalf of
MBC NOMINEES LIMITED
Classic House
174-180 Old Street
LONDON
EC1V 9BP

ONE



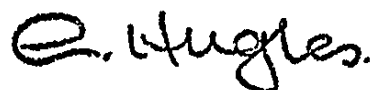
For and on behalf of
MBC SECRETARIES LIMITED
Classic House
174-180 Old Street
LONDON
EC1V 9BP

ONE

Dated the 4th day of March 1991

WITNESS to the above Signatures:-

LYNN HUGHES
Classic House
174-180 Old Street
LONDON
EC1V 9BP



The Companies Act 1985
Public Company Limited by Shares

ARTICLES OF ASSOCIATION

of

BELLEVIEW PLC

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 23, and 35 of Table A shall not apply to the Company, but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

INTERPRETATION

4. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Acts" the words "and in any regulations adopting the whole or in part the same".

SHARES

5. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares, to such persons, on such terms and in such manner as they think fit provided always that:-
 - (i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
 - (ii) the Members in General Meeting may by Ordinary Resolution:-
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such authority or renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and

must specify the date on which the authority or renewed authority will expire;

(b) revoke or vary any such authority (or renewed authority); and

(iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

6. Subject to Chapter VII of the Act, the Company may purchase its own shares (including redeemable shares) out of distributable profits or the proceeds of a fresh issue of shares.

7. Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or, at the option of the Company or the shareholder are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares.

8. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

9. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and on a poll vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.

10. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

11. The first Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.

12. The Directors 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 and uncalled capital or any part thereof, and to issue

debentures, debenture stock, or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

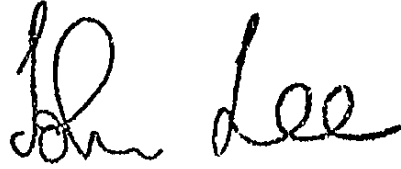
13. In Regulation 87 there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

14. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

Names and Addresses of Subscribers

For and on behalf of
MBC NOMINEES LIMITED
Classic House
174-180 Old Street
LONDON
EC1V 9BP




For, and on behalf of
MBC SECRETARIES LIMITED
Classic House
174-180 Old Street
LONDON
EC1V 9BP



Dated the 4th day of March 1991

WITNESS to the above Signatures:-

LYNN HUGHES
Classic House
174-180 Old Street
LONDON
EC1V 9BP



FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PUBLIC LIMITED COMPANY**

No. 2600072

I hereby certify that

BELLEVIEW PLC

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

Given under my hand at the Companies Registration Office,
Cardiff the 10 APRIL 1991

P. Bevan
P. BEVAN

an authorised officer



Application by a public company for
certificate to commence business and
statutory declaration in support

Please do not
write in
this margin

Pursuant to section 117 of the Companies Act 1995

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

260092

Name of company

* Bellevue Plc

* Insert full name
of company

applies for a certificate that it is entitled to do business and exercise borrowing powers.

For that purpose I, Upendra Trivedi

of 19 Maudslayi Drive

Kingsbury, London NW9.

† delete as
appropriate

[the ~~secretary~~] [a director]† of the above company,

do solemnly and sincerely declare that;

1 the nominal value of the company's allotted share capital is not
less than the authorised minimum

2 the amount paid up on the allotted share capital of the
company at the time of this application is

3 the [estimated]† amount of the preliminary expenses
of the company is

and [has been paid][is payable]† by

= £100,000 =

£100,000

£ 385 =

§ insert name of
person(s) by whom
expenses paid
or payable

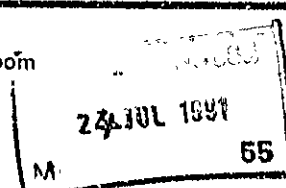
§ Fidelity Holdings Ltd
25 Hill St
S. Hillier
Surgey C.I.

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

Linkcourt,
39 Glyn St
Luton, Bedfordshire

For official Use
General Section

Post room





**CERTIFICATE THAT A PUBLIC COMPANY
IS ENTITLED TO DO BUSINESS AND BORROW**

No 2600072

I hereby certify that the provisions of section
117(1) of the Companies Act 1985 have been complied
with in relation to

BELLEVIEW PLC

and that the company is entitled to do business and
borrow.

Given under my hand at Cardiff the 29TH JULY 1991

A handwritten signature in black ink, appearing to read 'M B May'.

M. B. MAY (MRS.)

An Authorised Officer



COMPANIES FORM No. 123

Notice of Increase
in nominal capital

123

Please do not
write in
this box

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

[] [] [] []

2600072

Name of company

* BELLEVIEW PLC

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23rd July 1991 the nominal capital of the company has been
increased by £ 50,000 beyond the registered capital of £ 50,000.

§ 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:

Please tick here if
continued overleaf

☐

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

Signed

[Signature]

Designation

Director

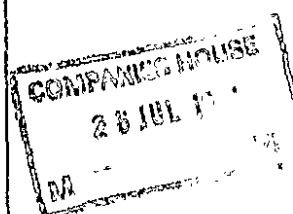
Date 23-7-91

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

Lincoln
39 Glyn St
Stu Str

For official Use
General Section

Post room



Company Number: [2000]

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BELLEVUE PLC

(passed on [23 — 7 — 91] 1991)

Just
At an Extraordinary General Meeting of the Company held at 11 Great Cumberland Place, London W1 on [23 — 7 — 91] 1991 the following resolution was duly passed as a special resolution:-

SPECIAL RESOLUTION

THAT :

- (a) the authorised share capital of the Company be and is hereby increased from £50,000 to £100,000 by the creation of 50,000 redeemable preference shares of £1 each having the rights and being subject to the restrictions set out in Article 5A of the Company's Articles of Association as amended by paragraph (c) of this resolution;
- (b) the directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum nominal amount of £50,000 such authority to expire on the fifth anniversary of the date of this



resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and

(c) the Articles of Association of the Company be altered as follows :-

(i) by adding the following new Article, as Article 5A :-

"5A The capital of the Company at the date of adoption of this Article is £100,000 divided into 50,000 Redeemable Preference Shares of £1 each ("the Preference Shares") and 50,000 Ordinary Shares of £1 each.

The special rights and restrictions attaching to the Preference Shares shall be as follows:-

Income

The Preference Shares shall confer upon the holders thereof the right to receive a fixed cumulative preferential dividend at the rate of 5% per annum on the amount for the time being paid up on such shares (exclusive of any associated tax credit) to be paid, if and so far as in the opinion of the directors the profits of the Company justify such payments, on 1st January in each year in respect of the year ending on the previous 31st December provided that such dividend shall not begin to accrue until 1st January 1993 so that the first payment of such dividend shall be made on 1st January 1994.

Capital

On a return of capital on a winding up or otherwise (except on redemption) the assets available for distribution will be applied in repaying to the holders of the Preference Shares the amounts paid up on such shares together with a sum equal to any arrears and accruals of the fixed preferential dividend calculated down to the date of the return of capital and payable whether or not such dividend has been declared or earned but the Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company.

Redemption

(a) The Company shall have the right to redeem at par, together with all arrears or accruals of the fixed preferential dividend thereon calculated down to the date fixed for redemption, all or any of the Preference Shares for the time being outstanding on 1st January 1993 and on 1st January in any subsequent year upon giving to the holders of the particular shares to be redeemed not less than seven days' notice in writing.

(b) Any holder of any of the Preference Shares for the time being outstanding shall have the right to require the Company to redeem at par, together with all arrears or accruals of the fixed preferential dividend thereon calculated down to the date fixed for redemption, all (but not part only) of the Preference Shares held by him on 1st January 1993 or on 1st January in any subsequent year upon giving to the Company not less than twenty-eight days' previous notice in writing.

(c) On the date fixed for redemption of any Preference Shares the holder of such shares shall be bound to deliver the certificates for such shares to the Company at the registered office of the Company or such other place as may be specified by the Company in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or in the case of joint holders to the holder whose name stands first in the register of members in respect of such shares) the amount due to him in respect of such redemption.

(d) The fixed preferential dividend shall cease to accrue on any shares which are redeemed on 1st January in any year as from the previous 31st December.


Voting

The Preference Shares shall not confer on the holders thereof any right to receive notice of or to attend or vote at any general meeting of the Company.

Issue of Further Preference Shares

The Company shall be entitled at any time to create and to issue further shares ranking pari passu with or subsequent to (but not, without the consent of the holders of the Preference Shares, in priority to) the Preference Shares."

- (ii) by re-numbering the existing Article 5 as Article 5B and by making any consequential alterations in cross-references.


CHAIRMAN



COMPANIES FORM No. 224

224

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

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

2600032

Name of company

* Benalloe PLC

*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 +

Director

Date

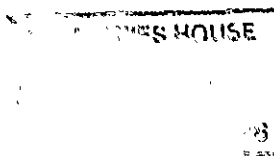
16/1/91

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

Lincoln
39 Glyn St
Stell SH5

For official use
D.E.B.

Post room



COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

THE DIRECTORS
BELLEVIEW PLC
C/O STEPHEN BARRY & CO
GLYN HOUSE
39 GLYN STREET
LONDON SE11 5HT

ARD 1/ 02600072

Date: 15 NOVEMBER 1991

COMPANIES ACT 1985 (as amended by Companies Act 1989)

This company has until 10/ 1/92 to specify an accounting
reference date. This may be done on the form 224 overleaf.

Should it not do so, the accounting reference date will
be 30/04 and the first accounts will cover the period
10/ 4/91 to 30/ 4/92

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380035

193

dti

Companies House is an executive agency within the Department of Trade and Industry

HR102A

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 letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2600072

Name of company

* BELLEVIEW PLC

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 24.5.1992 the nominal capital of the company has been
increased by £ 100,000 beyond the registered capital of £ 100,000.

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

A copy of the resolution authorising the increase is attached.5

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:

RANKING PARI PASSU WITH THE EXISTING ORDINARY SHARES

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

Signed



Designation‡

Director

Please tick here if
continued overleaf☐

Date 24.5.92

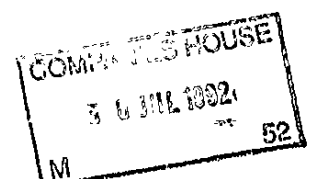
Presenter's name address and
reference (if any):

Nicholson Graham & Jones
25-31 Moorgate
London EC2R 6AR

Ref: KMOG/L115-8

For official Use
General Section

Post room



Company Number: 2600072

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

BELLEVIEW PLC

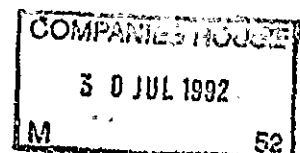
(passed on 28th 5th 1992)

At an Extraordinary General Meeting of the Company held at 11 Great Cumberland Place, London W1 on 28th 5th 1992 the following resolution was duly passed as an Ordinary Resolution :-

ORDINARY RESOLUTION

THAT :

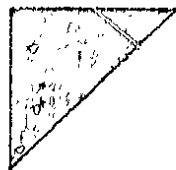
- (a) the authorised share capital of the Company be and is hereby increased from £100,000 to £200,000 by the creation of 100,000 ordinary shares of £1 each such shares to form one class with the ordinary shares of the Company now in existence; and
- (b) the directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum nominal amount of £100,000 such authority to expire on the fifth anniversary of the date of this resolution; and
- (c) the directors be and are hereby authorised in accordance with regulation 110 of Table A (which is incorporated in the Articles of Association of the Company) to capitalise the sum of £100,000 being undivided profits of the Company not required for paying any preferential dividend and to appropriate that sum to the members who would have been entitled to it if it were



distributed by way of dividend and in the same proportions and apply such sum on their behalf in paying up in full unissued ordinary shares of the Company of a nominal amount equal to that sum and allot the shares credited as fully paid to those members in those proportions at the rate of 2 ordinary shares for each ordinary share held at the date of passing of this resolution.

A handwritten signature, possibly reading 'H. L.', is written above a horizontal line.

CHAIRMAN



SAK/jc

Thornton Springer

17 Mark Lane
Upper Norton
London SE1 1RW

Telephone 051 571 5001
Fax 051 571 4623
Telex 505360

The Registrar of Companies
Companies House
Crown Way
Maindy
CARDIFF CF4 3UZ

2 October 1992

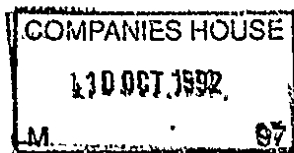
Dear Sir

RE: BELLEVIEW PLC - REG NO

2600072

We hereby resign as auditors to the above company and wish to formally inform you that there are no reasons we are aware of that require to be brought to the notice of the creditors or shareholders of the company and this resignation is in accordance with Section 392 of the Companies Act 1989.

Yours faithfully



Partners:

N.F. Springer FCA, FCA
P.G. Runacres FCA, ACMA
S.A. Kaye FCA, FCA
S.B. Ison FCA

Associates:

B. Leighton
R.F.D. Gledhill
I. Pitamber
K.H. Cheng

Authorised by the Institute of Chartered Accountants in England and Wales to carry on Investment Business