

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

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**MEMORANDUM**

**AND**

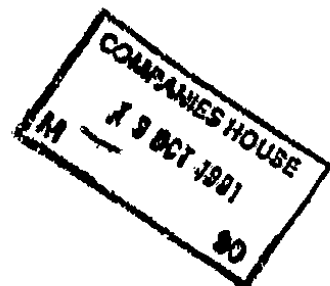
**ARTICLES OF ASSOCIATION  
OF  
JAYREX DEVELOPMENTS LIMITED**

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**Co. No: 2646033**

**Incorporated on 17th September 1991**

**Gouldens  
22 Tudor Street  
London EC4Y 0JJ  
MDS(65)**



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
of  
JAYREX DEVELOPMENTS LIMITED

1. The name of the Company is JAYREX DEVELOPMENTS LIMITED\*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) (1) To purchase, sell, take on lease or in exchange, or otherwise acquire and deal in any lands or buildings wherever situate or rights and interests therein, and to manage, farm or let the same or any part thereto for any period, and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof, and to construct and erect houses, flats, shops, factories, offices, warehouses and buildings of any kind thereon; to lay out and provide roads services pleasure gardens and recreation grounds; to pull down, alter or improve buildings, to plant, drain or otherwise improve the land or any part thereof; and to carry on business as builders and decorators, joiners, plumbers, carpenters, engineers, electricians, sanitary engineers, marchant and dealers in builders and decorators' requisites of all kinds.
  - (2) To purchase or otherwise acquire hold as an investment and deal in shares, debenture stocks, bonds, scrip or other securities, businesses, policies of insurance, patents, copyrights and such other property real or personal and rights and interest in property
  - (3) To carry on business as bankers, financiers, capitalists, concessionaires, commercial agents, mortgage brokers, financial agents and advisers, insurance agents, estate agents, business transfer agents and to advance and borrow money; negotiate loans and lend money for any purpose or object, with or without security, including the lending of money to finance hire purchase agreements in respect of any property or assets.
- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

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\* The Company name was Goulditar No. 178 Limited prior to a Special Resolution of the Company passed on 10th October 1991.

- (C) To borrow or raise or secure the payment of money 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.
- (D) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with 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 assurance.
- (E) 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, and to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business.
- (G) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, trade marks, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (H) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (I) To invest and deal with the monies 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.

- (J) 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 guaranteed rights in respect of dividend or repayment of capital 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.
- (K) 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 of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (L) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (H) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (H) To purchase or otherwise acquire and undertake all or any part of the business, goodwill, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (O) 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.
- (P) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or

purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities, of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (Q) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.
- (R) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (S) To employ advisors to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (T) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (U) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (V) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (W) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may in the opinion of the directors be for the benefit, directly or indirectly, of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the

Company or of the predecessors in business of the Company or any such subsidiary, holding or fellow subsidiary company and to the any wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries, notwithstanding that the exercise of this power is not in the best interests of the Company, in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any subsidiary; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employee or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (\*) To procure the Company to be registered or recognised in any part of the world.
- (1) 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.
- (2) 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, sub-contractors, trustees or otherwise.
- (AA) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5.\* The share capital of the Company is £10,000, divided into 10,000 ordinary shares of £1 each.

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\* Following an Ordinary Resolution of the Company passed on 10th October 1991 the Authorised Share Capital of the Company was increased from £100 to £10,000

WE, the several persons whose names addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, 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 SUBSCRIBERS	Number of Shares taken by each Subscriber
STUART NEIL SEATON SOLICITOR 48 Bramford Road London SW16 1/P	ONE
EVELYN MARIA HEENAGHAN Company Secretary 93 Somers Road London E17 6RS	ONE

DATED this 6th day of September 1991

WITNESS to the above Signatures:

MARTIN DAVID SMITH  
Articled Clerk  
22 Tudor Street  
London EC4Y 0JJ

## THE COMPANIES ACT 1985

## COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

of

## JAYREX DEVELOPMENTS LIMITED

## PRELIMINARY

1. The Company is a private company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the Regulations contained in Table A in the Companies (Tables A F) Regulations 1985 (as amended prior to the adoption of these Articles) (hereinafter called "Table A") shall apply to the Company.

## SHARES

2. (A) All shares in the original capital of the Company for the time being unissued which are relevant securities (as defined in Section 80(2) of the Act) shall be under the control of the Directors who are generally and unconditionally authorised to allot, agree to allot, grant options over or convert any security into or otherwise dispose of such shares or any of them at such time or times and on such terms (including time of allotment) as they think fit in the period of five years from the date of incorporation of the Company.

(B) At the expiry of such five year period, the authority contained in Article 2(A) shall expire, but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require the allotment, grant of options over, conversion of any security into or other disposal of shares after the expiry of such authority, and the Directors may allot, grant options over, convert any security into or otherwise dispose of shares pursuant to any such offer or agreement as if such authority had not expired.

## LIEN

3. Regulation 8 of Table A shall not apply to the Company. The Company shall have a first and paramount lien on all shares (whether fully paid or partly paid shares) standing registered in the name of any person for all monies presently payable by him or his estate to the Company whether he shall be the sole registered holder or one of several joint holders thereof. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable on it.

4. The registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) thereon.



### TRANSFER AND TRANSMISSION OF SHARES

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

### PROCEEDINGS AT GENERAL MEETINGS

6. Regulation 46 of Table A shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof and paragraphs (c) and (d) thereof were omitted.

### VOTES OF MEMBERS

7. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

8. Regulation 59 of Table A shall not apply to the Company. On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative.

### DIRECTORS

9. Regulations 64 and 73 to 80 (inclusive) of Table A shall not apply to the Company.

10. Unless and until otherwise determined by ordinary resolution there shall be no ~~maximum~~ number of Directors and the minimum number of Directors shall be one. A sole Director shall have the authority to exercise all the powers of the Company vested in the Directors.

11. The Directors or the Company by ordinary resolution may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the ~~maximum~~ number of Directors.

12. The last sentence of Regulation 84 of Table A shall be omitted.

13. In Regulation 85(c) of Table A there shall be inserted after the words "interest or benefit" the words "unless the Company by ordinary resolution otherwise directs".

### ALTERNATE DIRECTORS

14. The last sentence of Regulation 66 of Table A shall be omitted.

### POWERS AND DUTIES OF DIRECTORS

15. Subject to a Director complying with the provisions of Section 317 of the Act, he shall be entitled to vote at a meeting of Directors in respect of any contract or arrangement in which he is interested and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Regulation 94 of Table A shall be construed accordingly.

## PROCEEDINGS OF DIRECTORS

16. Notices of meetings of directors shall be given to all Directors and to any alternate Directors appointed by them. In regulation 88 of Table A the words commencing "It shall not be necessary" and terminating "absent from the United Kingdom" shall be omitted.

## NOTICES

17. In Regulation 112 of Table A the words "and who gives to the Company an address within the United Kingdom at which notices may be given to him" and the words "but otherwise no such member shall be entitled to receive any notice from the Company" shall be omitted.

18. In Regulation 116 of Table A the words "within the United Kingdom" shall be omitted.

## WINDING UP

19. In Regulation 117 of Table A there shall be inserted before the words "determine how the division" the words "with the like sanction".

## INDEMNITY

20. Regulation 118 of Table A shall not apply to the Company. Every person who is or has been a Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act, in which relief is granted to him by the Court, and no such person shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect to the extent that it is not avoided by Section 310 of the Act.

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

**STUART NEIL SEATON**  
**SOLICITOR**  
**48 Bramford Road**  
**London SW18 1AP**

**EVELYN MARIA HEENAGHAN**  
**COMPANY SECRETARY**  
**93 Somers Road**  
**London E17 6RS**

**DATED this 6th day of September 1991**

**WITNESS to the above Signatures:**

**MARTIN DAVID SMITH**  
**Articled Clerk**  
**22 Tudor Street**  
**London EC4Y 0JJ**