

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

12

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

Please do not
write in
this marginTo the Registrar of Companies
(Address overleaf)

For official use

For official use

Name of company

* ARUNHITHE LIMITED

I, JEAN HARRADINE HAIN Secretary of LAWGRAM SECRETARIES LIMITED
of 190 STRAND
LONDON
WC2R 1JN

* insert full
name of Company† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ ^{Secretary of Lawgram Secretaries Limited acting as Secretaries of the Company and named}
~~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,
on behalf of Lawgram Secretaries Limited

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

6 New SquareLincoln's InnLondon WC2A 3RPthe Tenth day of FebruaryOne thousand nine hundred and ninety two

before me

J. Hain

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

Declarant to sign below

For and on behalf of
LAWGRAM SECRETARIES LIMITED

J. A. Hain
Secretary

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

Ref: JHH/DHT

Lawrence Graham
190 Strand
London WC2R 1JN
(Solicitors)

For official Use
New Companies Section

Post room



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

2686097

For official use

ARUNHITHE LIMITED

Registered office of the company on
incorporation.

RO

190 STRAND

Post town

LONDON

County/Region

Postcode

WC2R 1JN

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 LAWRENCE GRAHAM

RA

190 STRAND

Post town

LONDON

County/Region

Postcode

WC2R 1JN

Number of continuation sheets attached

0

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

MISS D.H. TURNER

LAWRENCE GRAHAM, 190 STRAND,

LONDON

Telephone 071-379 0000

Postcode WC2R 1JN

Extension 5321

Company Secretary (See notes 1 - 5)

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**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

* Voluntary details

Consent signature

CS		
	LAWGRAM SECRETARIES LIMITED	
AD	190 STRAND	
	Post town LONDON	
	County/Region	
	Postcode WC2R 1JN	Country ENGLAND
I consent to act as secretary of the company named on page 1		
For and on behalf of LAWGRAM SECRETARIES LIMITED		
Signed	<i>J. H. Hain</i>	Date 3rd February 1992

CD		
	MANDY ELIZABETH	
	HUNTER	
AD	84 RUSSELL ROAD	
	WIMBLEDON	
	Post town LONDON	
	County/Region	
	Postcode SW19 1LW	Country ENGLAND
DO	1 7 0 2 6 3	Nationality NA BRITISH
OC	ASSISTANT SOLICITOR	
OD	NONE	
I consent to act as director of the company named on page 1		
Signed	<i>M E Hunter</i>	Date 3rd February 1992

Directors (continued)

(See notes 1 - 5)

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

* Voluntary details

Consent signature

Delete if the form
is signed by the
subscribers.

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.

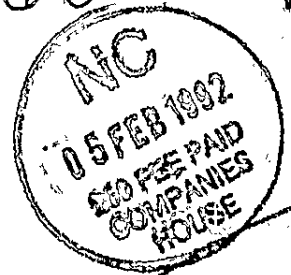
CD	
AD	
Post town	
County/Region	
Postcode	Country
DO	Nationality NA
OC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

	
Signature of agent on behalf of all subscribers	Date 3rd February 1992

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

2686097



A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ARUNHITHE LIMITED

-
1. The name of the Company is "ARUNHITHE LIMITED".
 2. The registered office of the Company is to be situated in England and Wales.
 3. The object of the Company is to carry on business as a general commercial company.

The Company shall have powers:-

- (a) To purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property.
- (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and

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turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

- (c) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- (e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

- (f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (g) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (i) 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 any 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 applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (j) 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.
- (k) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (l) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

- (m) To promote any other company for the purpose of acquiring the whole or part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (n) To sell, let, licence, develop, give, transfer or otherwise dispose of the undertaking, property and assets of the Company, or any part thereof, whether at a profit or not and whether at full market value or not (including in whole or in part by way of gift), or otherwise as the directors think fit, with power to accept shares, debentures or securities of, or interest in, any other company.
- (o) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts.
- (p) To remunerate any person, firm or company rendering services to the Company either by cash payments 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.
- (q) 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.

(r) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit 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 any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and for the 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 their wives, widows, children and other relatives and dependants; 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 employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(s) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the

Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

- (t) To distribute among the members of the Company in kind any property of the Company of whatever nature.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the powers set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such power, and none of such powers shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other power or powers set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name or object of the Company.
- (2) The word "company" in this clause, except where used in the reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- (3) In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the members is limited.
5. The Company's share capital is £1000 divided into 1000 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

MANDY ELIZABETH HUNTER

One

190 Strand,

London

WC2R 1JN

M E Hunter

Assistant Solicitor

JEAN HARRADINE HAIN

One

190 Strand,

London

WC2R 1JN

J. H. Hain

Legal Executive

Dated this 3rd day of February 1992

Witness to the above signatures:

Dawn Turner (Clerk)

190 Strand,

London WC2R 1JN

J Turner

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ARUNHITHE LIMITED

PRELIMINARY

1. (A) The following Regulations and (subject as hereinafter provided) the Regulations contained in Table A to the Companies (Tables A to F) Regulations 1985 made pursuant to Sections 3 and 8 of the Companies Act 1985 (hereinafter called "Table A") shall constitute the Regulations of the Company.

(B) In these Articles "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.
2. Regulations 23, 24, 25, 40, 64, 73 - 78, 80, 94 and 95 of Table A shall not apply to the Company.

SHARES

3. Without prejudice to any special rights previously

conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination, as the Directors may determine) and subject to the provisions of the Statutes the Company may issue preference shares which are, or at the option of the Company are liable to be redeemed.

4. (A) Subject to the provisions of the Statutes (and of any resolution of the Company in general meeting passed pursuant thereto) and of these presents, all unissued shares shall be at the disposal of the Directors and they may allot with or without conferring a right of renunciation, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.

(B) The Directors are generally and unconditionally authorised to allot relevant securities (which expression shall in these present be construed in accordance with Section 80 of the Act) up to the amount of the authorized share capital with which the company is incorporated. This authority shall expire five years from the date of adoption of these presents, but may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement; and

(C) The Directors shall have power to allot equity securities (which expression shall in these presents be construed in accordance with Section 94 of the Act) pursuant to the authority conferred by the preceding paragraph as if Section 89(1) of the Act did not apply to such allotment. This power shall cease to have effect at the time specified in Section 95(3) of the Act. The Company may make any offer or agreement which would or might require equity securities to be allotted after this power has expired and the Directors may allot equity securities in pursuance of any such offer or agreement.

5. Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited.

6. The Company shall not have power to issue Share Warrants to bearer.

LIEN

7. The lien conferred by Regulation 8 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) 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.

9. The Directors may, in their absolute discretion and without assigning any such reason therefor, decline to register any

transfer of any Share, whether or not it is a fully paid Share.

DIRECTORS

10. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have the authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly.

11. Neither a Director nor an alternate Director shall require a share qualification but nevertheless each shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

12. A Director (including an alternate Director) who pursuant to Regulation 94 of Table A has declared at a Meeting of the Directors the nature of his interest in a contract or proposed contract with the Company shall be entitled to vote in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

13. The Directors may pay and agree pension and other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons.

14. Paragraph (a) of Regulation 81 of Table A shall be excluded.

15. In Regulation 79 of Table A the words "and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting" shall be omitted.

16. At any time and from time to time the Company may (without prejudice to the powers of the Directors under Regulation 95 of Table A) by Ordinary Resolution appoint any person a Director (but so that the maximum number of Directors is not exceeded) and determine the period for which such person is to hold office.

ALTERNATE DIRECTORS

17. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Article shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

INDEMNITIES

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, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

QUORUM

19. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two Members present in person or by proxy shall be a quorum.

NAMES AND ADDRESSES OF SUBSCRIBERS

MANDY ELIZABETH HUNTER
190 Strand,
London
WC2R 1JN

M E Hunter

Assistant Solicitor

JEAN HARRADINE HAIN
190 Strand,
London
WC2R 1JN

J. H. Hain
Legal Executive

Dated this 3rd day of February 1992
Witness to the above signatures

Dawn Turner (Clerk)
190 Strand,
London
WC2R 1JN

J Turner

FILE COPY



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

No. 2686097

I hereby certify that

ARUNHITHE LIMITED

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

**Given under my hand at the Companies Registration Office,
Cardiff the 11 FEBRUARY 1992**

P. A. Morgan
P.A.MORGAN (MRS)

an authorised officer