

**G**

COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**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

\* insert full  
name of Company

* HAVENPLUS LIMITED
---------------------

I, John Engeham, being a duly authorised signatoryof Temples (Prof. Services) Ltd, 152 City Rd London EC1? delete as  
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 10 Essex Road  
Westgate  
Kent

Declarant to sign below

the 23rd day of FebruaryOne thousand nine hundred and ninety threebefore me [Signature]

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

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

For official Use

New Companies Section

Post room

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C O M P A N I E S H O U S E

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

2795047

For official use

☐

HAVENPLUS LIMITED

Registered office of the company on  
incorporation.

RO

152 CITY ROAD

Post town LONDON

County/Region

Postcode EC1V 2NX

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 TPS FORMATIONS

RA

c/o Companies House - LONDON

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

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

Postcode

Telephone

Extension

**Company Secretary** (See notes 1 - 5)

Name

Address

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

Consent signature

**Director** (See notes 1 - 5)

Please list directors in alphabetical order.

Name

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

Page 2

Consent signature

Delete if the form  
is signed by the  
subscribers.

☐ CS **TEMPLES (ENGINEERS) LTD**☐ AD **152 CITY ROAD**Post town **LONDON**

County/Region

Postcode **EC1V 2NX**Country **England**

I consent to act as secretary of the company named on page 1

Signed

Date **23.2.93**

(a duly authorised officer)

☐ CD **TEMPLES (PROFESSIONAL SERVICES) LTD**☐ AD **152 CITY ROAD**Post town **LONDON**

County/Region

Postcode **EC1V 2NX**Country **England**☐ DO ☐ ☐ ☐ ☐ ☐Nationality ☐ NA☐ OC **Corporate Body**☐ OD **None**

I consent to act as director of the company named on page 1

Signed

Date **23.2.93**

(a duly authorised officer)

Signature of agent on behalf of all subscribers

Date **23.2.93**

2795047



**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

of

**HAVENPLUS LIMITED**

1. The name of the Company is **HAVENPLUS LIMITED**
2. The Registered Office of the Company will be in England.
3. The objects of the Company are :
  - A. To carry on business as general merchants, traders, manufacturers, designers, distributors, importers, exporters, wholesalers, retailers, brokers, agents, contractors, factors, agency workers, storage and transport contractors, shipping and forwarding agents, builders and contractors, civil engineering contractors, insurance and mortgage brokers, property dealers and developers, and to carry on any other business, service, undertaking, project or enterprise of any description, whether of a private or public character and all or any trades processes and activities connected therewith or complementary thereto.
  - B. To carry on any other business whatsoever which can in the opinion of the directors be conveniently or advantageously carried on in conjunction with or ancillary to any of the aforementioned businesses.
  - C. To do all or any of the above things in any part of the world, whether acting as principals, agents, sub-contractors, trustees or otherwise, and whether acting alone or in association with others, or by or through agents, sub-contractors, trustees or others.
  - D. To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the company.
  - E. To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company.

524691

- F. To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange, bills of lading and any other negotiable and transferable instruments.
- G. To borrow, raise and secure the payment of money in such manner as the company shall think fit; in particular to borrow money by the issue of debentures or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital.
- H. To invest the funds of the company in shares or debentures or such other investments or securities as the company may determine, to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient, and to guarantee or give security for any liability or obligation of any person, company or firm.
- I. To do all such other things as are conducive or incidental to the attainment of the above objects or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything contained in any other sub-clause.

4. The liability of the members is limited.
5. The share capital of the company is £100 divided into 100 Ordinary 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

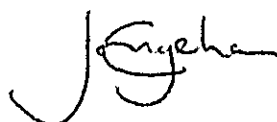
Names and addresses of subscribers	Number of shares taken
------------------------------------	------------------------

Temples (Prof Services) Ltd 152 City Road London EC1	
---	--



One

Temples (Nominees) Ltd 152 City Road London EC1	
--	--



One

Dated the 23rd February 1993

Witness to the above signatures

J Carter  
7 Kemp House 160 City Road London EC1



THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

of

HAVENPLUS LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.  
(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles 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.

DIRECTORS

2. (a) Regulation 64 in Table A shall not apply to the Company. Unless and until otherwise determined by ordinary resolution in General Meeting of the Company there shall be no maximum number of directors and the minimum number shall be one. A sole director shall have 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 is modified accordingly.  
(b) The Directors shall not be required to retire by rotation and Regulations 73 to 80 in Table A shall not apply to the Company.

SHARE CAPITAL

3. The directors of the Company are generally and unconditionally authorised to allot, grant options over or otherwise dispose of the unissued share capital of the company, whether forming part of the original share capital or not, for a period of five years from the date of incorporation to such persons at such times and on such conditions as they think fit, subject to the provisions of Section 80 of the Act.

THE COMPANY SEAL

4. If the Company has a seal it shall only be used with the authority of the Directors or a committee of Directors. Any instrument to which the seal is affixed shall be signed by a Director and by the Secretary or a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a Seal. Regulation 101 of Table A shall not apply to the Company. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

Names and addresses of subscribers

Temples (Prof Services) Ltd  
152 City Road London EC1

Temples (Nominees) Ltd  
152 City Road London EC1

Dated the 23rd February 1993

Witness to the above signatures

J Carter  
7 Kemp House 160 City Road London EC1

FILE COPY



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

No. 2795047

I hereby certify that

**HAVENPLUS 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 2 MARCH 1993

*M. Rose*  
M. ROSE

an authorised officer

**G****224****Notice of accounting reference date**  
(to be delivered within 9 months of  
incorporation)Please do not  
write in  
this marginPursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

2795047

Name of company

\* HAVENPLUS LIMITED

\* Insert full name  
of companygives 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 1 0 7

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

2/8/93

Presenter's name address  
telephone number and reference (if any):**MERCERS BRYANT**  
CHARTERED ACCOUNTANTS  
45 CRAWFORD PLACE,  
LONDON, W1H 2AD

TEL 714 301

For official use  
D.E.B.

Post room





G

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) 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

\* Insert full name of company

Note Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

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

1. To the Registrar of Companies (Address overleaf - Note 6)

Company number

02795047

Name of company

\* HAVENPLUS LIMITED

2. gives notice that the company's new accounting reference data on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 8

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 0 8 1 9 9 4

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

6. Signed \_\_\_\_\_ Designation‡ DIRECTOR Date 20<sup>th</sup> JUNE 1994

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

H 3 0 1

MERCERS BRYANT  
CHARTERED ACCOUNTANTS  
45 CRAWFORD PLACE,  
LONDON, W1H 2AD

071-723 3366

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\*ABE232A9\*

[A25]RECEIPT DATE:21/06/94