

# 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

To the Registrar of Companies

For official use

For official use

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

Name of company

\* PRK MARKETING LTD

\* insert full  
name of Company

I, Peter John Reardon

of 7 Dulwich Village, London

† 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 London

Declarant to sign below

the Nineteenth day of April

One thousand nine hundred and ninety three

before me Andrew Ogilvie Robertson

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):

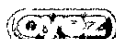
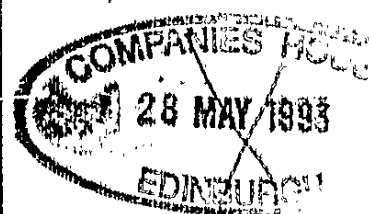
T.C. Young & Son  
30 George Square,  
Glasgow. G2 1HH.

(AOR/P.630)

For official Use

New Companies Section

Post 10.30am





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

For official use

PRC MARKETING LTD

Registered office of the company on  
incorporation.

RO

16 BYWARD ST

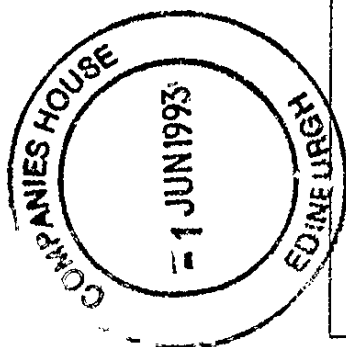
TOWER HILL

Post town LONDON

County/Region

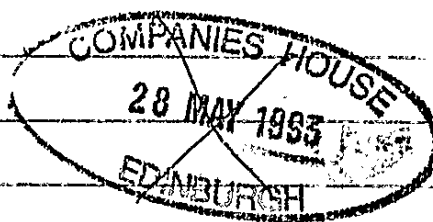
Postcode EC3R 5BA

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.

☐

Name

RA



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?

P. J. REARDON - PRC

16 BYWARD ST, TOWER HILL

LONDON

Postcode EC3R 5BA

Telephone 071 480 7788

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

### 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 NR

PETER JOHN

REARDON

NONE

NONE

AD

7 DULWICH VILLAGE

Post town LONDON

County/Region

Postcode SE 21 7BJ

Country

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

Signed

Date

19<sup>th</sup> 12

CD DR.

Elizabeth Hawkins

Nelson

NONE

NONE

AD

57 Home Park Rd

Post town London

County/Region

Postcode SW 19 7HS

Country

DO 27 10 13 11

Nationality

NA

Br.

OC Chief Executive Charity

OD Taylor Nelson / AGS plc

The Royal Bank of Scotland plc

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

Signed

Date

# Directors (continued)

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

CD MR

PETER JOHN

REARDON

NONE

NONE

AD

7 DULWICH VILLAGE

Post town LONDON

County/Region

Postcode SE21 7BU

Country

DO 150137

Nationality

NA British

OC FINANCE DIRECTOR

OD

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

Signed

Date

19/4/93

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers

Date

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

Signed

Date

19/4/93

Signed

Date

19/4/93

Signed

Date

Signed

Date

Signed

Date

Signed

Date

All the subscribers must sign either personally or by a person or persons authorised to sign for them

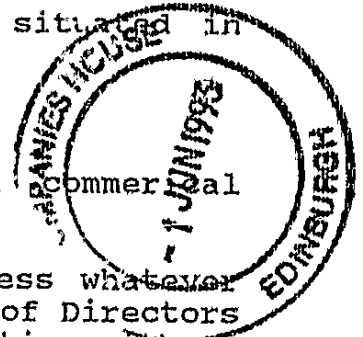
THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
PRT MARKETING LIMITED



1. The Company's name is PRT Marketing Limited.
2. The Company's registered office is to be situated in England
3. The Company's objects are:-
  - (a) To carry on business as a general commercial company.
  - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
  - (c) 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.
  - (d) 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 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.
  - (e) 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.

- (f) 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.
- (g) 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.
- (h) 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).
- (i) 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 or any obligation or liability it may undertake or which may become binding on it.
- (j) 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.

- (k) 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.
- (l) 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.
- (m) 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.
- (n) 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.
- (o) To promote any other company for the purpose of acquiring the whole or any 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.

- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) 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.
- (s) 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.
- (t) 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 to the wives, widows, children and other relatives and dependents 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 dependents; 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.



- (u) 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.
- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) 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.
- (y) 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 objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects 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 of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- (3) The word "Company" in this Clause, except where used in 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.

(4) 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 as 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 £100 divided into 100 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
------------------------------------	---

Elizabeth H. Nelson  
57 Home Park Rd  
London SW 19 7HS

*Elizabeth Nelson*

PETER JOHN REARDON  
7 DULWICH VILLAGE  
LONDON SE22 7BD

*Peter John Reardon*

Dated Nineteenth day of April 1983

Witness to the above signatures

Signature *S. Lyons*

Address 339 RIVENSIDE

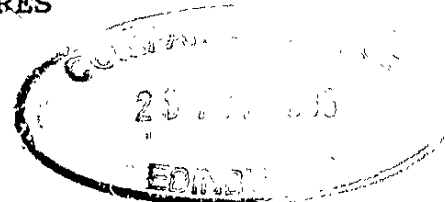
MILK YANA LONDON E1 9SA

Occupation CIVIL SERVANT

THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF  
PRT MARKETING LIMITED



Preliminary

1. The regulations contained in Table A in the companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ('Table A') shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, regulations 46, 47, 64, 73 to 75 inclusive and 80 of Table A shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. No form of Table A contained in any earlier enactment shall apply to the Company. Any words or expressions defined in the Companies Act 1985 ('the Act'), the Companies Act 1989 or in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these articles.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

611 ES

3. (a) Subject to Sub-Article (b) hereof all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- (b) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate

nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by ordinary resolution of the Company in general meeting.

- (c) The directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- (d) In accordance with section 91 of the Act, section 89(1) and section 90(1)-(6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company.

#### Transfer of Shares

- 4. 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, and regulation 24 of Table A shall be modified accordingly.

#### Proceedings at General Meetings

- 5. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### Directors

- 6. Unless and until otherwise determined by ordinary resolution the number of directors shall not be more than Seven, but need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and regulation 69 Table A shall be modified accordingly.

7. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 72 of Table A shall be deleted.
8. A director shall not be required to retire by rotation and regulations 76, 77 and 78 of Table A shall be modified accordingly.
9. If and for so long as a majority of the equity share capital for the time being of the Company is beneficially owned by another body corporate the directors of the Company or any of them may be appointed and removed by written notice served on the company by the beneficial owner for the time being of such amount of the equity share capital of the Company.
10. If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a board meeting of the directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director.
11. Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted, and regulation 94 of Table A shall be modified accordingly.
12. In regulation 93 of Table A the following words 'either signed or approved by letter, telex or telegram' shall be substituted for the word 'signed' where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.

#### Borrowing Powers

13. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 30 of the Act grant any mortgage, charge or Standard Security over its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

## Indemnity

14. Subject to the provisions 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 entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

---

### Name and addresses of subscribers

---

1. ELIZABETH H. NELSON  
57 HOME PARK RD  
LONDON SW19 7HS

*Elizabeth H. Nelson*

PETER JOHN REARDON  
7 DULWICH VILLAGE  
LONDON SE21 7BU

*Peter John Reardon*

Dated this ..... 19<sup>th</sup> ..... day of ..... April ..... 1993

Witness to the above signatures

Signature ..... S. H. J. C. W. ....

Address ..... 339 RIVERSIDE  
MILK YARD LONDON E1 9SA

Occupation ..... CIVIL SERVANT.

**FILE COPY**



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

No. 2825532

I hereby certify that

**PRT MARKETING 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 9 JUNE 1993

an authorised officer



COMPANIES FORM No. 224

INC. 7/6/93

224

**Notice of accounting reference date**  
**(to be delivered within 6 months of**  
**incorporation)**

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number


2825537
---------

Name of company

\*Insert full name  
of company

* PRT MARKETING LTD
---------------------

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	1	0	3
---	---	---	---

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 19-4-93

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

T.C. Young & Son  
30 George Square,  
Glasgow. G2 1HH.

(AOR P.630)

For official use  
General Section

COMPANIES HOUSE 28 MAY 1993 EDINBURGH	COMPANIES HOUSE 28 MAY 1993 EDINBURGH
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The Stationers' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8BH

Companies G224

1987 Edition  
G224 G224  
G224 G224



# DORMANT COMPANY RESOLUTION

COMPANY No. 0282 3532

## THE COMPANIES ACT 1985, SECTION 250 SPECIAL RESOLUTION OF

CRS MARKETING

LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,  
HELD ON THE 31<sup>st</sup> DAY OF March

19 94

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

EITHER

The company, having been dormant since its formation resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

OR

~~The accounts of the company for the financial year ending \_\_\_\_\_ having been sent out in accordance with Section 238 of the Companies Act 1985, and the company, having been dormant since the end of that year, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.~~

SIGNED

*Ken Frank*  
Director or Secretary of company

DATE

16<sup>th</sup> January 1995

N.B. The references above to the Companies Act 1985 relate to that Act as amended by the Companies Act 1989 & S.I. No. 1992/3003.

