

NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause



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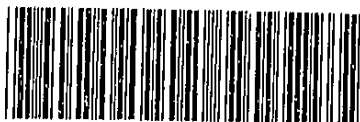
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 2953747

The Registrar of Companies for England and Wales hereby certifies that
SOUTHLAND VENTURES LIMITED

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

Given at Companies House, Cardiff, the 28th July 1994



N02953747O

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



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

HC007B



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
(Address overleaf)

For official use

For official use

--	--	--	--	--	--

--

Name of company

* SOUTHLAND VENTURES LIMITED

* insert full
name of Company

I, AMANDA COX, DIRECTOR OF NEWCO LIMITED
of 21 JANESTON COURT, WILBURY CRESCENT,
HOVE, EAST SUSSEX, BN3 6FT

NEWCO LIMITED

† 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 18 Blatting Road
Hove East Sussex

Declarant to sign below

Amanda Cox

the 21st day of July
One thousand nine hundred and ninety four
before 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



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 ☐

SOUTHLAND VENTURES LIMITED

Registered office of the company on
incorporation.

RO

21 JANESTON COURT,

WILBURY CRESCENT,

Post town HOVE,

County/Region EAST SUSSEX,

Postcode BN3 6FT

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?

MISS A COX,

21 JANESTON COURT, WILBURY CRESCENT,

HOVE, EAST SUSSEX, B

Postcode BN3 6FT

Telephone 0273 723601

Extension

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	STARTCO LIMITED
AD	21 JANESTON COURT,
WILBURY CRESCENT,	
Post town	HOVE,
County/Region	EAST SUSSEX,
Postcode	BN3 6FT
Country	ENGLAND
I consent to act as secretary of the company named on page 1 FOR AND ON BEHALF OF STARTCO LIMITED	
Signed	<i>[Signature]</i> Date 21/7/94

DIRECTOR

CD	NEWCO LIMITED
AD	21 JANESTON COURT,
WILBURY CRESCENT,	
Post town	HOVE,
County/Region	EAST SUSSEX,
Postcode	BN3 6FT
Country	ENGLAND
DO	
Nationality	NA
OC	
OD	
I consent to act as director of the company named on page 1 FOR AND ON BEHALF OF NEWCO LIMITED	
Signed	<i>[Signature]</i> Date 21/7/94

Directors (continued)

(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

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

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.

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

2953747

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SOUTHLAND VENTURES LIMITED



1. The company's name is Southland Ventures Limited

2. The company's registered office is to be situated in England and Wales.

3. (a) The object of the company is to carry on business as a general commercial company.

(b) Without prejudice to the generality of the object and the powers of the company derived from s3A of the Act the company has power to do all or any of the following things:

(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 any 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, trademarks, 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.

(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 an arrangement for sharing profits, or for co-operation, or for mutual assistance with 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 monies 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 company

205599

as shall in any way with the company, to enter into guarantees, contracts or machinery for the purpose of obtaining or securing any sum of money or any other benefit or advantage in any manner and upon any terms the payment of any sum or money in the performance of any obligation by any person, firm, or company (including without limitation to the benefit of the foregoing any such holding company, subsidiary, fellow company or associated company as aforesaid).

(3) 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 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.

(4) 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 transmissible instruments.

(5) 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.

(6) 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.

(7) 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.

(8) 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 subscription 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.

(9) 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 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.

(iv) 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 such shares, debentures, or securities of any company purchasing the same.

(v) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(vi) 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.

(vii) To distribute among the members of the company in kind any property of the company of whatever nature.

(viii) 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.

(ix) 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 such dependants of such persons; to make payments towards insurance; 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.

(x) Subject to and in accordance with a due compliance with the provisions of s155 to s158 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 s152(1)(a) of the Act) for any such purpose as is specified in s151(1) and/or s151(2) of the Act.

(xi) To procure the company to be registered or recognised in any part of the world.

(xii) To do all or any of the things or matters aforesaid in any part of the world either as principals, agents, contractors or otherwise, and by or through agents, sub-contractors, brokers or otherwise and either alone or in conjunction with others.

...and such things as may be deemed incidental or conducive to the attainment of the objects of the company by the powers given to it by the Act or by this clause.

It is agreed that:

(1) None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision 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) 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 U.K. 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.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name,

Names and address of subscriber

Number of shares taken by subscriber

Amanda Cox,

21 Janeston Court, Wilbury Crescent,

11-12, Backcross, BN3 6PT

Amanda Cox
1200

Dated *21st July 1994*

Witness to the above signature, Mr D Englehart

18 Blatchington Road, Hove

THE COMPANIES ACTS 1965 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
SOUTHLAND VENTURES LIMITED

Preliminary

(1) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/305) as amended by the Companies (Tables A to F) Amendment Regulations 1985 (SI 1985/1052) (such Table being hereinafter called "Table A"), shall apply to the company save insofar as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter framed shall be the regulations of the company.

(2) In these articles the expression "the Act" means the Companies Act 1965, 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.

Issued and Shares

(a) Shares which are comprised in the authorised share capital with which the company is incorporated shall be under the control of the directors who may (subject to s 80 of the Act and para (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any fractions shall be deemed from the provisions of this article by any special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be offered on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this paragraph shall have effect subject to s 80 of the Act.

(c) In accordance with s 91(1) of the Act ss 92(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the company.

(d) The directors are generally and unconditionally authorised for the purposes of s 80

... shall have the power to alter and grant rights to subscribe for ... of the company up to the amount of the authorised ... with which the company is incorporated at any time or times during the ... from the date of incorporation and the directors may, after that ... any shares or grant any such rights under this authority in pursuance of an ... by the company within that period. The authority ... may at any time (subject to the said s 80) be renewed, revoked or varied by ... resolution of the company in general meeting.

SHARES

... The lien conferred by cl 8 in Table A shall attach also to fully paid-up shares and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the company. Clause 8 in Table A shall be modified accordingly.

... The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of cl 18 in Table A of the words "and all expenses that may have been incurred by the company by reason of such non-payment"

General Meetings and Resolutions

5 (a) Every notice convening a general meeting shall comply with the provisions of s 372 (3) of the Act as to giving information to members in regard to their right to appoint proxies and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditor for the time being of the company.

(b) No business shall be transacted at any general meeting unless a quorum is present subject to para (c) below two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

(c) If and for so long as the company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.

(d) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

(e) Clauses 40 and 41 in Table A shall not apply to the company.

6 (a) If and for so long as the company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written

... that decision shall be as valid and effectual as if agreed by the company in general meeting save that this paragraph shall not apply to resolutions passed pursuant to ... and 301 of the Act

(b) Any decision taken by a sole member pursuant to para (a) above shall be recorded in writing and delivered by that member to the company for entry in the company's minute book.

Appointment of Directors

7.1. Clause 64 in Table A shall not apply to the company.

(a) 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 any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whichever the minimum number of the directors 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 clause 64 in Table A shall be modified accordingly.

(b) The directors shall not be required to retire by rotation and clause 73 to 80 (inclusive) in Table A shall not apply to the company.

(c) No person shall be appointed a director at any general meeting unless either:

(i) he is recommended by the directors; or

(ii) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(d) Subject to para (c) above, the company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

(e) The directors 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 determined in accordance with para (c) above as the maximum number of directors and for the time being in force.

(f) In any case where as the result of the death of a sole member of the company the company has no members and no directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a director of the company and such appointment shall be effective as if made by the company in general meeting pursuant to paragraph (c) of this article.

Borrowing Powers

(a) 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 so far as the Act to 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 of any third party.

Alternate Directors

10 (a) An alternate director shall not be entitled as such to receive any remuneration as a director, save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing direct the company from time to time direct, and the first sentence of cl 66 in Table A shall be modified accordingly.

(b) A director or any such other person as is mentioned in cl 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled to any meeting of the directors or of any committee of the directors to which he represents every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

Gratuities and Pensions

11 (a) The directors may exercise the powers of the company conferred by cl 3(ii) of the memorandum of association of the company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the company.

Proceedings of Directors

12 (a) A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 24 to 27 (inclusive) in Table A shall not apply to the company.

The Seal

13 (a) If the company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under cl 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal. Clause 101 of Table A shall not apply to the company.

(b) The company may exercise the powers conferred by s 39 of the Act with regard to the use of a common seal for use abroad, and such powers shall be vested in the directors.

Indemnity

14 (a) Every director or other officer or auditor 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, or in connection with any application under s 144 or s 127 of the Act in which he is granted to him by the court, and no director or other officer shall be liable for

...shall have power to purchase and maintain for any director, officer
...shall not apply to the company.

...shall not apply to the company.

...shall not apply to the company.

...shall not apply to the company.

Name and address of subscriber

MISS AMANDA COX

Amanda Cox

21 Janesdon Court, Wilbury Crescent,

Hove, East Sussex, BN3 6HT

Dated

21st July 1994

[Signature]

Witness to the above signature:

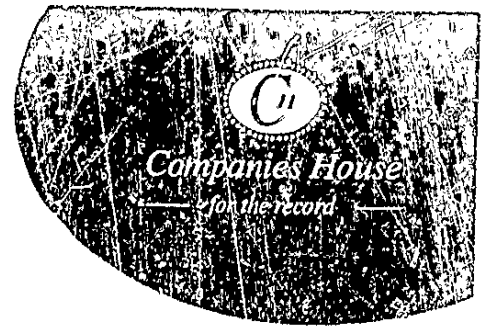
David Englehart

SOLICITOR

18 BLATCHINGTON ROAD

HOVE, SUSSEX

Telephone: 204411



NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

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