

FILE COPY



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

Company No. 3144389

The Registrar of Companies for England and Wales hereby certifies that  
NIGHTINGALE AVENUE (WEST HORSLEY) 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 9th January 1996



\*N03144389J\*

*E. P. Owen*  
MRS. E. P. OWEN

For the Registrar of Companies



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

HC007B

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

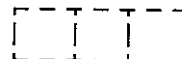
Please do not  
write in  
this margin

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

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

\* Nightingale Avenue (West Horsley) Limited

\* insert full  
name of Company

I, ROGER SEWELL TAYLOR

of 6, Bishopsmead Parade, East Horsley, Surrey KT24 6SR

† 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 6, Station Parade  
East Horsley : Surrey

Declarant to sign below

the 12th 29th day of December

One thousand nine hundred and ninety five

before me

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

J.R. Miles  
Justice of the Peace

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

Hedleys, Solicitors  
6 Bishopsmead Parade  
East Horsley  
Surrey KT24 6SR

For official Use

New Companies Section

Post room



A04 \*AXFGBHVP\* 461  
COMPANIES HOUSE 03/01/96

## Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ



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.

CN

For official use ☐

Company name (in full)

Nightingale Avenue (West Horsley) Limited

Registered office of the company on  
incorporation.

RO

Lucks Oak

NIGHTINGALE AVENUE

Post town WEST HORSLEY

County/Region Surrey

Postcode KT24 6PB

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 HEDLEYS

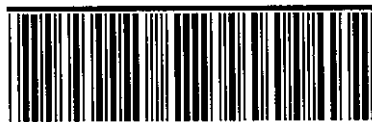
RA

6, Bishopsmead Parade, East Horsley

Post town Leatherhead

County/Region Surrey

Postcode KT24 6SR



A04 \*AXFGCHVQ\* 462  
COMPANIES HOUSE 03/01/96

Number of continuation sheets attached

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

Hedleys

6, Bishopsmead Parade, East Horsley, Surrey

Postcode

Telephone 01483 284567

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

CS

MRS

ELIZABETH ANN

BAKER

~~ELIZABETH~~

KELLY

AD

PUCK'S OAK

NIGHTINGALE AVENUE

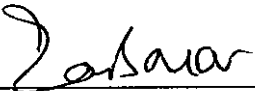
Post town WEST HORSLEY

County/Region SURREY

Postcode KT24 6PB

Country

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

Signed  Date 6/12/95

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

CD

MR.

KERRELL JOHN

HEFFER

MA, MSC

-

-

AD

KAYNESS, NIGHTINGALE AVENUE,

WEST HORSLEY,

Post town LEATHERHEAD,

County/Region SURREY

Postcode KT24 6PB

Country UK

DO

110849

Nationality 

NA

 BRITISH

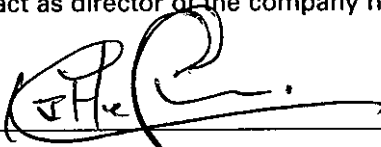
OC

PETROLEUM ENGINEER

OD

NONE

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

Signed  Date 6/12/95

# 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

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

29/12/95

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

# Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years** when the person was a director **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

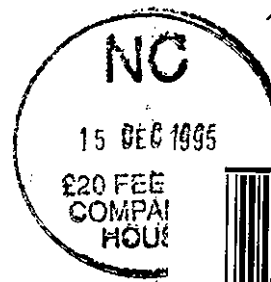
or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

THE COMPANIES ACT 1985 - 1989

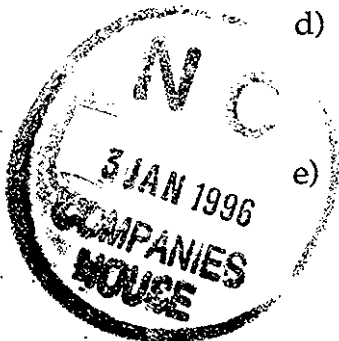
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION



NIGHTINGALE AVENUE (WEST HORSLEY) LIMITED

1. The name of the Company is "Nightingale Avenue (West Horsley) Limited" (hereinafter called "the Company")
2. The registered office of the Company is to be situate in England
3. The objects for which the Company is established are:
  - a) To acquire the roadway and land known as Nightingale Avenue West Horsley Surrey and the verges, trees and other plants adjacent thereto, and to improve, manage, construct, repair, maintain, alter or develop and to and deal with the same in such manner as the company shall think fit, and to do all such things in connection therewith as the Company may consider to be necessary, convenient, appropriate or relevant to the management thereof
  - b) to carry on business as a general commercial company and any trade or business whatsoever and any lawful purpose pursuant to the Companies Act 1985 (hereinafter called "the Act") as amended, extended or applied by or under any other enactment or as re-enacted
  - c) to assume the obligations or any of them arising from the formation of the Company and in particular but without limit to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the Company or which the directors may consider to be in the nature of preliminary expenses;
  - d) to receive money on deposit or loan, and to borrow or raise money or credit as may seem expedient without limit and whether with or without any security or guarantee therefor
  - e) to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of the property or assets whether present or future and including but without limit the uncalled capital of the Company, and also by any such means to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any of them as the case may be;



302698

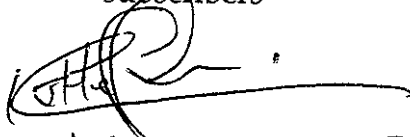



- f) to pay, reward or remunerate anyone supplying goods or services to the Company by cash, goods, services or any securities of the Company;
- g) to distribute among the members of the Company in specie or otherwise any property of the Company of whatever nature, including but without limit the shares, debentures or other securities of any other company taking over the whole or any part of the undertaking, assets or liabilities of the Company
- h) to do all things specified for the time being in the articles of association of the Company

The objects in each preceding sub-clause shall not be in any way limited or restricted by reference to or inference from the terms of any other sub-clause herein except as may be expressly stated, or by the name, place or date of incorporation of the Company. Each sub-clause, object and power herein shall be a main object of the Company and not ancillary or subsidiary to any other sub-clause, object or power herein. The Company shall have as full a power to exercise all or any of the objects and powers in each sub-clause herein as if each sub-clause contained the objects of a separate company. Reference to any company herein shall be deemed to include any body whether incorporated or not and wherever in any part of the world set up, established or registered

- 4. The liability of the members is limited
- 5. The share capital of the Company is £50.00 divided into 50 shares of £1.00 each

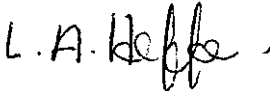
We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum, and we agree to take the number of shares shown below against our respective names

Names and addresses of subscribers	Number of shares taken by each subscriber
 MR. KERREN JOHN HEFFER 'KAYNESS', NIGHTINGALE AVENUE WEST HORSLEY, SURREY, KT24 6PB.	One
 Mrs Elizabeth Baker Pucks Oak Nightingale Ave West Horsley Surrey KT24 6PB	One
Total Shares Taken	<u>TWO</u>

Dated:

10<sup>th</sup> December 1995.

Witness to the above signatures

  
LINDA ANNE HEFFER  
KAYNESS NIGHTINGALE AVENUE  
WEST HORSLEY, SURREY KT24 6PB

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION



NIGHTINGALE AVENUE (WEST HORSLEY) LIMITED

#### PRELIMINARY

1. Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company
2. Regulations 2 to 24 (inclusive) 30, 32, 33, 37, 38, 44, 46, 47, 49, 57, 64 to 69 (inclusive), 84, 87, 94 to 97 (inclusive), 102 to 110 (inclusive), shall not apply to the Company but the regulations hereinafter contained together with the remaining regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company
3. The Company is a private Company within the meaning of the Act

#### INTERPRETATION

4. In these Regulations:

"A Property" means Freehold land or property adjoining Nightingale Avenue which currently has the benefit of a legal right of access over Nightingale Avenue or such other land or property and which has the benefit of a formal grant of a right of access over Nightingale Avenue

"Owner" means any person who is for the time being registered or entitled to be registered at Her Majesty's Land Registry as the Owner of a Property

Expressions referring to writing shall, unless a contrary intention appears, be construed as including references to print, lithography, photography and other modes of representing or reproducing words in a visible form

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same"

#### SHARE CAPITAL AND VARIATION OF RIGHTS

6. The share capital of the Company at the date hereof is £50 divided into 50 shares of £1 each

7. There shall as soon as may be after the coming into operation of these Articles be made such transfers and allotments of shares as shall ensure that the Owner of each Property is entitled to hold, whether by transfer or allotment, in respect of such Property one and only one share in the Company, being the share allocated to that property, and that no person who is not the Owner of a Property or entitled to any reversionary interest shall hold any shares in the Company
8. The price to be paid upon an allotment of a share shall be its nominal value
9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote for each share of which he is the holder
10. If more than one person is jointly the Owner of a Property or entitled to such reversion as aforesaid, such persons shall jointly hold the corresponding share in the Company but shall (subject to the proviso to the immediately preceding Article) have only one vote in right of such share, whether as members or Directors, which shall be cast by the holder whose name first appears in the Register of Members
11. The members of the Company shall from time to time and whenever called upon so to do by the Company by Ordinary Resolution each pay to the Company a rateable proportion of all costs, expenses, losses and amounts properly incurred or to be incurred by the Company or under any document dealing with the ownership of Nightingale Avenue to which it is a party or (without prejudice to the generality of the foregoing) otherwise in relation to the Property
12. If a new Property comes into existence and formal rights of access are granted over Nightingale Avenue by the Company, the Owner thereof shall be entitled to a share in the Company which shall forthwith be allotted to him, but no transfers or allotments of shares other than those required by regulation 7 hereof or this regulation shall be made while this Part of these Articles applies
13. For the purposes of Section 80 of the Act the Directors shall have authority to allot any unissued shares in the Share capital of the Company specified in Regulation 6 at such times as they think proper within a period of five years from the date of incorporation of the Company subject to these Regulations. The Company may by Ordinary Resolution at any time renew this authority subject to the provisions of the Act. No share shall be issued to any person who is not the Owner of the Property to which the share relates in accordance with Regulation 7
14. In accordance with section 91 of the Act Sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company
15. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these

Regulations or by law otherwise provided) any other rights in respect of any shares except an absolute right to the entirety thereof in the registered holder

16. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for each of one of his shares. Every certificate shall be under the seal and shall specify the share to which it relates and the amount paid up thereon. Provided that in respect of a share held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
17. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of a fee of £10, or such other fee as may be determined by Ordinary Resolution
18. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company

#### LIEN

19. The Company shall have a first and paramount lien on 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 for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation

#### TRANSFER OF SHARES

20. (a) A share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Property in respect of which it is held and to the person becoming or about to become upon such change the Owner of such property
- (b) The price to be paid upon the transfer of a share shall be its nominal value
- (c) If the holder of a share refuses or neglects to transfer it in accordance with this regulation, the Chairman for the time being of the Directors or, failing him, one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of that holder with full power in his name and on his behalf to execute, complete and deliver a transfer of his share to the person to whom it should be transferred hereunder, and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee in the register of members as the holder by transfer of the said share

21. The instrument of transfer of a share shall be signed by or on behalf of the transferor who shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof
22. Subject to such of the restrictions of these Regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve
23. The Directors shall refuse to register a transfer of any share if the transferee is not the Owner of the Property to which the share relates in accordance with Regulation 7 but shall otherwise register such transfer provided:-
  - (a) the instrument of transfer is accompanied by the certificate of the share to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer: and
  - (b) the consideration for the transfer does not exceed the nominal value of the share

#### TRANSMISSION OF SHARES

24. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be. The provisions of this regulation shall apply to any person becoming entitled to a share in consequence of the merger or consolidation of any member being a corporation as they apply to any person becoming entitled to a share in consequence of the death or bankruptcy of a member
25. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member
26. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 30 days the Directors may thereafter withhold payment of all monies payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 of Table

A shall be modified accordingly

27. The Directors may at any time by notice in writing require any member within such reasonable time as is specified in the notice to indicate in writing the capacity in which he holds any share in the capital of the Company and if he holds such share otherwise than as beneficial owner, to indicate in writing so far as it lies within his knowledge the persons who have an interest in such share (either by name and address or by other particulars sufficient to enable those persons to be identified) and the nature of their interest

#### ALTERATION OF CAPITAL

28. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe
29. The Company may by Ordinary Resolution:-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless to the provisions of the Act
  - (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person

#### GENERAL MEETINGS

30. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint
31. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any five members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors

#### NOTICE OF GENERAL MEETINGS

32. An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by fourteen

days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are under the regulations of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent, in nominal value of the shares giving that right

33. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend, and, on a poll, vote instead of him and that such proxy need not also be a Member
34. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly

#### PROCEEDINGS AT GENERAL MEETINGS

35. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of, the Auditors
36. 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 member present in person or by proxy and entitled to vote. 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 votes recorded in such vote
37. Except as provided in regulation 31, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll



shall be deemed to be the resolution of the meeting at which the poll was demanded

#### DIRECTORS

38. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one
39. No person who is not a member of the Company shall be eligible to hold office as a Director. The office of a Director shall be vacated upon the execution of a transfer of a share held by such Director as the Owner of a Property. Regulation 81 of Table A shall be modified accordingly
40. Subject as aforesaid the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director
41. Subject as aforesaid 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

#### BORROWING POWERS

42. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

Provided that the amount for the time being remaining undischarged of moneys borrowed or secured by the directors as aforesaid (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not at any time, without the previous sanction of the Company in General Meeting, exceed in any year twice the total amount of service charge levied by the Company on all the owners during the preceding year, but nevertheless no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded

#### POWERS AND DUTIES OF DIRECTORS

43. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled

to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present

#### ACCOUNTS

44. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting

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#### NAMES AND ADDRESSES OF SUBSCRIBERS

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1.



MR. KERRELL JOHN HEFFER  
KAYNESS, NIGHTINGALE AVENUE  
WEST HORSLEY, SURREY, KT24 6PB

2.

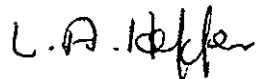


MRS ELIZABETH ANN BAKER  
PICKS OAK  
NIGHTINGALE AVE  
WEST HORSLEY  
Surrey KT24 6PB

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Dated this 10<sup>th</sup> day of Dec 1995

Witness to the above signatures



LINDA ANNE HEFFER  
KAYNESS NIGHTINGALE AVE  
WEST HORSLEY SURREY  
KT24 6PB