

FILE COPY



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

Company No. 3161654

The Registrar of Companies for England and Wales hereby certifies that  
FISEPA 56 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 20th February 1996



\*N03161654D\*

*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

# G

COMPANIES FORM No. 12

# 12

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

Please do not  
write in  
this margin

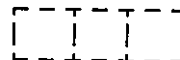
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

\* FISEPA 56 LIMITED

\* insert full  
name of Company

I, SUSAN ELIZABETH VANDERSTEEN

of THE OLD CCRONERS COURT NO 1 LONDON STREET READING  
BERKSHIRE RG1 4QW

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~(person named as director or secretary of the company in the statement delivered to the registrar under~~  
~~section 10(2))†~~ and that all the requirements of the above Act in respect of the registration of the above  
company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 10 Duke Street  
Reading Berks

Declarant to sign below

the 12th day of February  
One thousand nine hundred and ninety six  
before me A. Smith

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

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

FIELD SEYMOUR PARKES  
NO 1 LONDON STREET  
READING  
BERKSHIRE RG1 4QW  
Tel: 01734 391011 Ref: SEV/JP

For official Use  
New Companies Section





# 10

Please complete in typescript,  
or in bold black capitals.

## First directors and secretary and intended situation of registered office

Company name in full



\* F 0 1 0 0 C 2 0 \*

FISEPA 56 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE OLD CORONERS COURT

NO 1 LONDON STREET

Post town

READING

County / Region

BERKSHIRE

Postcode

RG1 4QW

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

FIELD SEYMOUR PARKES

Address

THE OLD CORONERS COURT

NO 1 LONDON STREET

Post town

READING

County / Region

BERKSHIRE

Postcode

RG1 4QW

Number of continuation sheets attached

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

FIELD SEYMOUR PARKES

THE OLD CORONERS COURT NO 1 LONDON STREET READING

BERKS RG1 4QW Tel 01734 391011

DX number 4001 DX exchange READING 1

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ  
for companies registered in England and Wales

DX 33050 Cardiff

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

Page 1



A37 \*AKXJEJOL\* 467  
COMPANIES HOUSE 13/02/96

## Company Secretary

Company name FISEPA 56 LIMITED

NAME \*Style / Title

MRS

\*Honours etc

Forename(s)

SUSAN ELIZABETH

Surname

VANDERSTEEN

Previous forename(s)

Previous surname(s)

Address

11 POUND LANE

### Usual residential address

For a corporation, give the registered or principal office address.

THATCHAM

Post town

NEWBURY

County / Region

BERKSHIRE

Postcode

RG13 4TG

Country

ENGLAND

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

Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

IAN MICHAEL

Surname

WOOD-SMITH

Previous forename(s)

Previous surname(s)

Address

19 UNDERHILL

### Usual residential address

For a corporation, give the registered or principal office address.

MOULSFORD

Post town

NEAR WALLINGFORD

County / Region

~~SOUTH~~ OXFORDSHIRE

Postcode

OX10 9JH

Country

ENGLAND

Day Month Year

Date of birth

16

03

59

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

ST NEOTS (EVERSLEY) LIMITED READING FOOTBALL CLUB PLC

FISEPA 45 LIMITED HUNTERCOMBE GOLF CLUB LIMITED

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

Consent signature

Date

# Directors (continued)

	<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>
* Voluntary details		<b>Forename(s)</b>	<input type="text"/>		
		<b>Surname</b>	<input type="text"/>		
		<b>Previous forename(s)</b>	<input type="text"/>		
		<b>Previous surname(s)</b>	<input type="text"/>		
	<b>Address</b>	<input type="text"/>			
	<b>Usual residential address</b>	<input type="text"/>			
	For a corporation, give the registered or principal office address.				
		<b>Post town</b>	<input type="text"/>		
		<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>
		<b>Country</b>	<input type="text"/>		
		<b>Date of Birth</b>	<input type="text"/>	<input type="text"/>	<input type="text"/>
			<b>Day</b>	<b>Month</b>	<b>Year</b>
			<input type="text"/>	<input type="text"/>	<input type="text"/>
		<b>Nationality</b>	<input type="text"/>		
	<b>Business occupation</b>	<input type="text"/>			
	<b>Other directorships</b>	<input type="text"/>			
		<input type="text"/>			
		I consent to act as director of the company named on page 1			
	<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	

This section must be signed by

*Either*

an agent on behalf  
of all subscribers

Signed

*Fred Bynner Rhes*

Date

*12 January 1996*

*Or the subscribers*

*(i.e. those who signed  
as members on the  
memorandum of  
association).*

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

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

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and 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.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

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.

3. Directors details:

- Show for each individual director the director's 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 person 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, or
  - 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, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

1000

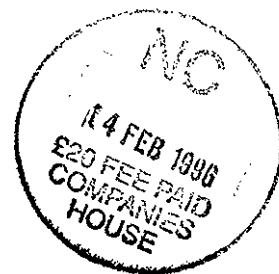
THE COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

FISEPA 56 LIMITED



- 1 The name of the Company is "Fisepa 56 Limited".
- 2 The Registered Office of the Company will be situate in England.
- 3 The objects for which the Company is established are:-
  - (A) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, commission agents, insurance brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such business or undertakings as may be thought desirable.
  - (B) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or as ancillary to the objects of the Company.
  - (C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down,



repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

- (D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (F) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (G) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem desirable.
- (H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (I) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (J) To guarantee and/or give security for the payment of money by or the performance of obligations of all kinds by the company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the holding company of the company or another subsidiary of such holding company or a subsidiary of the company all as defined in section 736 and 744 of the Companies Act 1985 (as amended by Section 144 of the Companies Act 1989) or any statutory amendment or re-enactment thereof for the time being in force or any company associated with the company in business or by reason of common shareholdings or otherwise in security of such guarantees to assign, dispoise, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the company including uncalled capital.



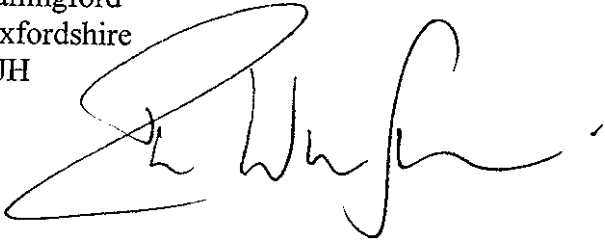

- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (M) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (N) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (O) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (P) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (Q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (R) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (S) To distribute any property of the Company in specie among the members.
- (T) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

4 The liability of the Members is limited.

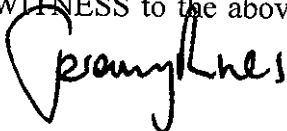
5 The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

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 opposite our respective names.

NAMES AND ADDRESSES	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
Ian Michael Wood-Smith 19 Underhill Moulsford Near Wallingford South Oxfordshire OX10 9JH 	1
Susan Elizabeth Vandersteen 11 Pound Lane Thatcham Newbury Berkshire RG13 4TG 	1

DATED 12<sup>th</sup> February 1996

WITNESS to the above signatures:-



JEFFREY PARKES

NO.1 LONDON STREET

READING

SOLICITOR

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**-OF-**  
**FISEPA 56 LIMITED**

**PRELIMINARY**

- 1 The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the First Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 ("Table A") constitute the Articles of Association of the Company.
- 2 Regulations 8, 24, 64, 73 to 80 and 94 to 98 of Table A do not apply to the Company.

**SHARE CAPITAL**

- 3 The share capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

**TRANSFER OF SHARES**

- 4 (1) The Directors shall register any transfer permitted by or made pursuant to paragraphs (2) to (8) inclusive of this Article, but subject as aforesaid the Directors may without giving any reason decline to register any transfer of any Share.
- (2) Subject to paragraph (1) of this Article Shares may be transferred by any member or by the trustees of any settlement made by a member or at any time after the death of a member by his personal representatives or the trustees of his will [to any other person holding shares in the Company, or] to the spouse [or for her spouse], widower or widow, child or other issue, brother or sister of such member or deceased member, or to trustees of a settlement made for the benefit of any such persons, and upon any change of trustees of any such will or settlement the Shares held by the trustees thereof may be transferred to the trustees for the time being thereof. For the purposes of this paragraph "child" shall include a stepchild and an adopted child, and "issue" shall be construed accordingly.
- (3) Except when a transfer is made pursuant to paragraph (2) of this Article a Share shall not be transferred unless it first be offered to the other members at the "fair price" (as determined in paragraph (4) of this Article). A member (hereinafter referred to as a "retiring member") wishing to transfer a Share or

Shares shall give notice thereof in writing to the Company and in such notice (hereinafter referred to as a "transfer notice") he shall specify the proposed transferee (if any) the number of Shares to be transferred and the price which he is prepared to accept for such Shares.

- (4) On receipt of a transfer notice a meeting of the board of directors shall be convened at which the board shall resolve if the price set by the retiring member is fair. If the board resolves that such price is fair then it shall be the "fair price". In the event that the board resolve such price is not fair they shall appoint the auditors of the Company at the cost of the Company to certify the fair price of the Shares set out in the transfer notice and their certification shall be the "fair price". In so certifying the auditors shall act as experts and not as arbitrators and the Arbitration Acts 1950 to 1979 and any statutory modification or re-enactment thereof shall not apply.
- (5) The transfer notice shall constitute the Company the retiring member's agent for the sale in accordance with the provisions of this Article of the Share or Shares comprised therein at the fair price. A transfer notice may not be withdrawn except with the consent of the Directors which shall not be withheld if the retiring member pays all the costs reasonably incurred by the Company in connection with the transfer notice and the establishment of the fair price. After the fair price of the Share or Shares comprised in a transfer notice has been determined, the Directors shall proceed to seek a purchaser or purchasers therefor amongst the other members (including any of their own body who are members). In the case of competition amongst the other members therefor, the same shall be apportioned amongst those wishing to purchase the same as nearly as may be in proportion to their respective holdings of Shares, but so that no member shall be required to purchase more Shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by the Directors in such manner as they think most beneficial to the Company.
- (6) Subject to the retiring member's rights under paragraph (7) of this Article upon finding a purchasing member or members for all the Shares in the transfer notice the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the Directors shall nominate some person to transfer the Share or Shares comprised in such sale to the purchasing member and shall receive the purchase money and register the purchasing member as the holder of such Share or Shares and issue to him a certificate therefor. The retiring member shall deliver to the Company his certificate or certificates comprising or including such Share or Shares and shall thereupon be paid the purchase money and any necessary balance certificate shall be issued to him.
- (7) If within twenty eight days after the fixing of the fair price no purchasing member has been found for the Share or Shares or some of the Shares comprised in the transfer notice, the Directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six

months after such notice was given to him, transfer the Share or Shares, to any person at any price not being less than the fair price. The retiring member shall be under no obligation to transfer any of the Shares in the transfer notice to other members of the Company unless such members agree to purchase all the Shares in the transfer notice.

- (8) (a) Any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of Shares, to the effect that such Shares or any of them be allotted or issued to some person other than himself; or
- (b) Any transfer of any interest in a Share or Shares, shall for the purpose of this Article be deemed to constitute a transfer of the Share or Shares comprised in such direction or transfer and, shall be deemed to constitute a transfer notice comprising such Share or Shares and the foregoing provisions of this Article shall apply accordingly.

#### **TRANSMISSION OF SHARES**

- 5 Regulation 30 of Table A shall be construed as if there were inserted immediately before the final sentence thereof the following additional sentence:-

"If he fails to make such election within six months from the date of the death or bankruptcy of the member to whose Share he has become entitled, the directors may (and shall at the request in writing of any other member) serve notice upon him requiring him to make such election within 28 days of the date of such notice and if he shall fail to do so, he shall be deemed on the expiry of the said period of 28 days to have elected to become the holder of the Share"

#### **LIEN**

- 6 The Company shall have a first and paramount lien on every Share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all moneys due to the Company, whether in respect of that Share or not. The Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a Share shall extend to any amount payable in respect of it. The registration of a transfer of a Share shall operate as a waiver of any lien of the Company thereon.

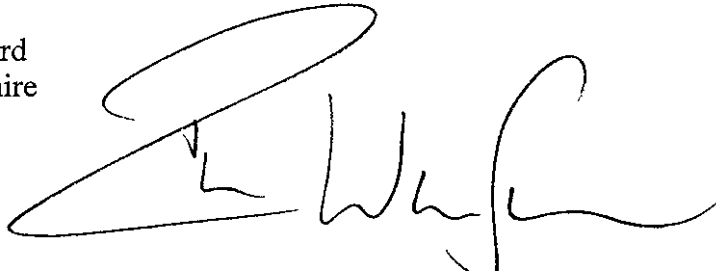

#### **DIRECTORS**

- 7 (1) The number of Directors need not exceed one.
- (2) If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A.
- 8 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.

- 9 The Directors may appoint a person who is willing to act to be 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 fixed by or in accordance with the Articles as the number of Directors.
- 10 A Director who pursuant to Section 317 of the Companies Act 1985 has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

#### RETIREMENT OF DIRECTORS

- 11 If the Company becomes subject to the provisions of Section 293 of the Companies Act 1985, any person may be appointed or elected as a Director whatever may be his age and no Director shall vacate his office by reason only of his attaining or having attained the age of 70 or any other age.


NAMES AND ADDRESSES OF SUBSCRIBERS	
Ian Michael Wood-Smith 19 Underhill Moulsford Near Wallingford South Oxfordshire OX10 9JH	
Susan Elizabeth Vandersteen 11 Pound Lane Thatcham Newbury Berkshire RG13 4TG	

DATED

12<sup>th</sup> February

1996

WITNESS to the above signatures:-

  
JEREMY PARKES  
NO. 1 LONDON STREET  
READING  
Solicitor