

**FILE COPY**



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

Company No. 3810119

The Registrar of Companies for England and Wales hereby certifies that  
TALPOLE 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 July 1999



\*N03810119A\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**

HC007B



12

## Declaration on application for registration

Company Name in full Talpole Limited



\* F 0 1 2 0 C 5 0 \*

I, David Noakes for and on behalf of I.M. Directors Limited  
of PO Box 122 Fairweather Green Thornton Road Bradford BD8 0HZ

† Please 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 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

Bradford, West Yorkshire

the

12th

day of

July

One thousand nine hundred and ninety

1999

① Please print name.

before me ①

CLARE MCCOURT.

Signed

Date

12/7/99

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

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

A04 \*AZY86HZ1\* 580  
COMPANIES HOUSE 13/07/99

I. M. Registrars Limited  
PO Box 122  
Fairweather Green  
Thornton Road  
Bradford BD8 0HZ

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland DX 235 Edinburgh

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

Company Name in full

Talpole Limited



\* F 0 1 0 0 C 5 0 \*

### Proposed registered office

(PO Box numbers only, are not acceptable)

Suite 3

Cumberland House

Greenside Lane

Post town

Bradford

County / Region

Postcode **BD8 9TF**

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

1

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

I. M. Registrars Limited  
PO Box 122  
Fairweather Green  
Thornton Road  
Bradford BD8 0HZ



A04 \*AZY85HZ0\* 579  
COMPANIES HOUSE 13/07/99

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

**Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland


**DX 235 Edinburgh**

## Company Secretary

<b>Name</b>	<b>*Style / Title</b>		<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>			
	<b>Surname</b>	<b>Cumberland Secretaries Limited</b>		
	<b>Previous Forename(s)</b>			
	<b>Previous Surname(s)</b>			
<b>Address</b>	<b>Suite 3</b>			
<b>Usual residential address</b>	<b>Cumberland House</b>			
For a corporation, given the registered or principal office address.	<b>Greenside Lane</b>			
	<b>Post town</b>	<b>Bradford</b>		
	<b>County / Region</b>		<b>Postcode</b>	<b>BD8 9TF</b>
	<b>Country</b>			

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

**Consent signature**

  
For and on Behalf of Cumberland Secretaries Limited

**Date**

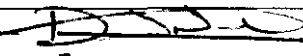
**12 JUL 1999**

## Directors

<b>Name</b>	<b>*Style / Title</b>		<b>*Honours etc</b>	
	<b>Forename(s)</b>			
	<b>Surname</b>	<b>I.M. Directors Limited</b>		
	<b>Previous Forename(s)</b>			
	<b>Previous Surname(s)</b>			
<b>Address</b>	<b>PO Box 122</b>			
<b>Usual residential address</b>	<b>Fairweather Green</b>			
For a corporation, given the registered or principal office address.	<b>Thornton Road</b>			
	<b>Post town</b>	<b>Bradford</b>		
	<b>County / Region</b>		<b>Postcode</b>	<b>BD8 0HZ</b>
	<b>Country</b>			
	<b>Date of birth</b>	<b>Day</b>	<b>Month</b>	<b>Year</b>
	<b>Nationality</b>			
	<b>Business occupation</b>			
	<b>Other directorships</b>	<b>(See continuation sheet).</b>		

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

**Consent signature**

  
For and on Behalf of I. M. Directors Limited

**Date**

**12 JUL 1999**

## Directors (continued)

Name \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous Forename(s)

Previous Surname(s)

Address

### Usual residential address

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

Post town

County / Region

Postcode

Country

Date of birth

Day Month Year

Nationality

Business occupation

Other directorships

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

Consent signature

Date

## This section must be signed by

*Either*

an agent on behalf  
of all subscribers

Signed

Date

*Or the subscribers*

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

**Other directorships**

**Company Name** Talpole Limited

Other Directorships For I.M. Directors Limited

See List Attached



## Current Appointments Enquiry

I.M. Directors Limited

Company	Director	Secretary	Signing Authority	Professional Advisor	Professional Officer
A - Business UK Limited	Yes				
A. G. Goldsworthy & Co Limited	Yes				
A.C.C. Collection Consultants Limited	Yes				
Adeps Lanae (1968) Limited	Yes				
Adeps Lanae Limited	Yes				
Airedale Combing Company Limited	Yes				
Alcrafield Limited	Yes				
Alnor Finance Limited	Yes				
Alnor Funds Company Limited	Yes				
Alnor Supply Co. Limited	Yes				
Alston Scouring Limited	Yes				
Ameto Trading Co. Limited	Yes				
Amplebest Limited	Yes				
Anglo Manx Finance Limited	Yes				
Ashforsham Trading Co. Limited	Yes				
Attenbrook Limited	Yes				
Axle Logistics Limited	Yes				
Beamington Trading Co. Limited	Yes				
Belware Limited	Yes				
Benjamin Simon & Sons Limited	Yes				
Broadhead & Graves Limited	Yes				
Brook Walker & Company Limited	Yes				
Cadugan Investments Limited	Yes				
Cecil Waterhouse & Sons Limited	Yes				
Citan Limited	Yes				
Clubdouble Limited	Yes				
Clubdrive Limited	Yes				
Colne Valley Workshops Limited	Yes				
Commercial Credit & Discount Co. Limited	Yes				
Crombie No. 1 Limited	Yes				
Crombie No.2 Limited	Yes				
Crombie Retail Limited	Yes				
Daniel Illingworth & Sons Limited	Yes				
Duncombe Warehousing Co Limited	Yes				
Eggborough Garages (Whitley) Limited	Yes				
Embruville Properties Limited	Yes				
Finchjewel Limited	Yes				
Finemill Limited	Yes				
Francis Willey (Synthetics) Limited	Yes				
George Mallinson & Sons Limited	Yes				
Glencairn Fabrics Limited	Yes				
Globe Worsted Company Limited	Yes				
Grandholm Limited	Yes				
Greenacre Motel (Whitley Bridge) Limited	Yes				
Hagley Road Mutual Trading Company Limited	Yes				
Haldafield Limited	Yes				

## Current Appointments Enquiry

### I.M. Directors Limited

Company	Director	Secretary	Signing Authority	Professional Advisor	Professional Officer
Hall Fold Dyeing & Raising Company Limited	Yes				
Hartley Antiques Limited	Yes				
Hartley Industrial Trust Limited	Yes				
Heatherton Properties Limited	Yes				
Henderson & Feather Limited	Yes				
Hirsch Son & Rhodes Limited	Yes				
Hobson Brothers (Whitley Bridge) Limited	Yes				
Hobsons of Eggborough Limited	Yes				
Huddersfield Fine Worsteds Limited	Yes				
Hunt & Winterbotham Limited	Yes				
I.M. No. 10 Limited	Yes				
I.M. No. 11 Limited	Yes				
I.M. No. 12 Limited	Yes				
I.M. No. 2 Limited	Yes				
I.M. No. 4 Limited	Yes				
I.M. No. 6 Limited	Yes				
I.M. No. 7 Limited	Yes				
I.M. No. 8 Limited	Yes				
I.M. No. 9 Limited	Yes				
I.M. Synthetics Limited	Yes				
Illingworth Morris (Great Britain) Limited	Yes				
Illingworth Morris (Saltaire) Limited	Yes				
Illingworth, Morris & Company Limited	Yes				
Isaac Holden & Sons Limited	Yes				
Isaac Holden (Synthetics) Limited	Yes				
J & C Crabtree (Speciality Fibres) Limited	Yes				
J & J Crombie (Overseas) Limited	Yes				
James Greaves Limited	Yes				
Janswas Limited	Yes				
John B. Ward & Sons (Bradford) Limited	Yes				
John Priestman & Co. Limited	Yes				
John Smith (Field Head) Limited	Yes				
John Wright (Weaving) Limited	Yes				
Joshua Hoyle & Sons (Bacup) Limited	Yes				
Joshua Hoyle & Sons (Burnley) Limited	Yes				
Joshua Hoyle & Sons (Manchester) Limited	Yes				
Joshua Hoyle & Sons (Oldham) Limited	Yes				
Joshua Hoyle & Sons (Preston) Limited	Yes				
Joshua Hoyle & Sons (Rochdale) Limited	Yes				
Joshua Hoyle & Sons Limited	Yes				
Josiah France Limited	Yes				
Kemp & Hewitt Limited	Yes				
Kingsbridge Advances Limited	Yes				
Lily Hill Dyeing Co Limited	Yes				
Martin & Co. (Bradford) Limited	Yes				
Martin, Sons & Company Limited	Yes				
Matthew Walker & Sons Limited	Yes				



## Current Appointments Enquiry

### I.M. Directors Limited

Company	Director	Secretary	Signing Authority	Professional Advisor	Professional Officer
Mewsvale Limited	Yes				
Midacole Limited	Yes				
Millbroad Limited	Yes				
Model Sanitary Laundry (Southport) Limited	Yes				
Mopal Limited	Yes				
Onomount Limited	Yes				
P.L. Limited	Yes				
Palatine Cleaners Limited	Yes				
Preston Street Properties (Bradford) Limited	Yes				
R.G. Neill & Son, Limited	Yes				
Reid & Welsh Limited	Yes				
Renaglow Limited	Yes				
Robb Ward and Company Limited	Yes				
Robert Aked & Son (Export) Limited	Yes				
S Schneiders & Son Limited	Yes				
Samuel Salter & Co. Limited	Yes				
Selby Builders Limited	Yes				
Shipleigh Warehousing Company (1985 No. 3) Limited	Yes				
Shipleigh Warehousing Company (1985 No. 5) Limited	Yes				
Shipleigh Warehousing Company (1985 No. 6) Limited	Yes				
Shrink Resist by Woolcombers Limited	Yes				
Sidcomix Limited	Yes				
SRT (Walsall) Limited	Yes				
SRW Limited	Yes				
Sunlight Investments Limited	Yes				
Superwash by Woolcombers Limited	Yes				
Syntec Trading Limited	Yes				
Synthon Limited	Yes				
Tameage Limited	Yes				
The Wike Mill Company Limited	Yes				
Troyfill (Finishers) Limited	Yes				
Veeryule Limited	Yes				
W. E. Yates Limited	Yes				
W.S.P. No. 1 Limited	Yes				
W.S.P. No. 2 Limited	Yes				
W.S.P. No. 4 Limited	Yes				
West of England Woollen Mills Limited	Yes				
William Bussey Limited	Yes				
William Smith & Company Limited	Yes				
Wm. Morris & Sons Limited	Yes				
Woolcombers (Scourers) Limited	Yes				
Woolcombers (Supertops) Limited	Yes				
Woolcombers Limited	Yes				
Woolcombers-Bussey Limited	Yes				
Woolcon Services Limited	Yes				

## Current Appointments Enquiry

I.M. Directors Limited

Company	Director	Secretary	Signing Authority	Professional Advisor	Professional Officer
World of Health Limited	Yes				

**THE COMPANIES ACT 1985 & 1989  
PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF Talpole Limited**

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Directors shall have full control of shares which are comprised in the authorised share capital with which the Company is incorporated and may allot relevant securities (as defined in Section 80(2) of the Act) as authorised from time to time by the Company, and during the period of five years commencing with the date of incorporation the Directors shall have authority to allot relevant securities to such persons and for such consideration and upon such terms and conditions as they may determine provided that the nominal value of the relevant securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being, and after the period of five years commencing with the date of incorporation of the Company the Directors may allot any relevant securities in pursuance of an offer or agreement so to do made by the Company within that period. The Authority hereby given may at any time be renewed, revoked or varied by Ordinary Resolution of the Company.

(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 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 fourteen 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 shares released from the provisions of this Article by any such 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 disposed of 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 (b) shall have effect subject to Sections 80, 80A and 379A of the Act.

(c) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

SHARES

3. The lien conferred by Regulations 8 in Table A shall attach to all shares whether fully paid or not and to all shares 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. Regulation 8 in Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

4. (a) Regulations 40 and 41 of Table A shall not apply to the Company.

(b) No business shall be transacted at any General Meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member of a duly authorised representative or a corporation shall be a quorum, unless the Company has only one member in which case one member present in person or by proxy shall be a quorum.

(c) 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.

(d) In addition to the requirements of Regulation 100 of Table A, the directors shall also insert in the minute book of the Company:

(i) a memorandum of all decisions taken by a sole member when the Company has only one member which may have been taken by the Company in General Meeting and which have effect as if agreed in General Meeting; and

(ii) all written resolutions passed by the Company.

#### APPOINTMENT OF DIRECTORS

5. (a) Regulation 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution 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. Whensoever 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 Regulation 89 in Table A shall be modified accordingly.

(c) No Director shall be liable to retire by rotation and Regulations 73 to 77 (inclusive) and Regulation 80 in Table A shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

#### BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money of unlimited 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 80, 80A and 379A of the Act to grant any mortgage, charge or 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

7. An alternate Director shall not be entitled as such to receive any remuneration from the Company, 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 to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.

#### DISQUALIFICATION OF DIRECTORS

8. A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 in Table A shall be modified accordingly.

#### PROCEEDINGS OF DIRECTORS

9. (a) At any meeting of the Directors or of any committee of the Directors subject to disclosing his interest therein a Director may vote on any resolution notwithstanding that it in anyway 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 such 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. Regulations 94 to 98 inclusive of Table A shall be construed accordingly.

(b) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.

#### INDEMNITY

10. Subject to Section 310 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 indemnified out of the funds of the Company or the proceeds of any insurance policy effected by the Company for such

purpose against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

#### SHARE CERTIFICATES

11. In the second sentence of Regulation 6 of Table A the words 'shall be sealed with the seal and' shall be deleted. Each share certificate shall only be issued by authority of the directors, or of a committee of the directors authorised by the directors, and shall bear the signature of one director and the company secretary or a second director.

#### COMPANY SEAL

12. Regulation 101 of Table A shall not apply to the Company. The company shall not be

required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and 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 the secretary or a second director.

#### TRANSFER OF SHARES

13. 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 the first sentence of Regulation 24 in Table A shall not apply to the Company.

---

Names and Addresses of Subscriber

---



David Noakes  
12 Walesby Court  
Leeds LS16 6RX

---

Dated 12 JUL 1999

Witness  
to above signature



21 Mayfield Grove

Wilsden

Bradford

BD 15 0EY

Secretary.

3810119 002347 24555

The Companies Act 1985 and 1989

008963

008963

Company Limited By Shares

Memorandum of Association

of

Talpole Limited

1. The Company's name is "Talpole Limited."
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are :-
  1. To carry on business as a general commercial company.
4. The liability of the members is limited.
5. The Company's share capital is £5.00 divided into five 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 opposite our respective names.

Name and Address of Subscribers

Number of  
Shares taken

*David Noakes*

David Noakes  
12 Walesby Court  
Leeds LS16 6RX

One

Total number of Shares taken

One

Dated this 12 day of July 1999.

Witness to the above Signatures:-

*S Cantle*  
*N. Mayfield Grove*  
*Wether*  
*Bradford BD15 0EY.*  
*Secretary*

