**FILE COPY** 



## OF A PRIVATE LIMITED COMPANY

Company No. 4016625

The Registrar of Companies for England and Wales hereby certifies that

COMPUTER PATENT ANNUITIES INTERNATIONAL 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 13th June 2000



\*N04016625B\*

For The Registrar Of Companies



Declaration on application for registration

4016625 12

Pleas	e co	mplete	in e	types	script,
or in	bold	black	cap	itals.	

Form revised June 1998

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•	п		_	u	u	u

Company Name in full	COMPUTER PATENT ANNUITIES INTERNATIONAL LIMITED.
J,	JULIAN JOHN WATTS
of	14 ARONDEL SQUARE, DUNGTON, NT SAP.
† Please delete as appropriate.	do solemnly and sincerely declare that I am a <sup>†</sup> [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	Juns
Declared at	35-NEWBLIDGE STREET_ BLACKFRIARS, LONDON
	Day Month Year
On	12062000
• Please print name. before me	TRACES HAUKIND
Sianed-	Date 12/6/00
	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.	
contact if there is any query.	Tel
A04 *AL@SYRBT*  COMPANIES HOUSE 0422	DX number DX exchange  When you have completed and signed the form please send it to the Registrar of Companies at:  Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

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

DX 235 Edinburgh

for companies registered in Scotland



First directors and secretary and intended situation of

or in bold black capitals. CHFP000	registered (	office				
Notes on completion appear on final page						
Company Name in full	COMPUTER	PATENT	ANNUITIES	INTERNAT	TONAL LIMITED	
Proposed Registered Office	35 New	Brioge	STREET			_
(PO Box numbers only, are not acceptable)					14P	
Post town	BLACKFRI	ALS				
County / Region	LONDON			Postcode	EC4V EBW	
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						
		77676		.,		
Post town						
County / Region				Postcode		
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.			Tel			
	DX number		DX excha	nge	sva'·····	
	When you hav	e complete	ed and signed	the form ple	ase send it to the	



A04
COMPANIES HOUSE 0423 13/06/00

Form revised July 1998

Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)	
Company name	STANHOPE GATE TRUSTEES LIMITED
NAME *Style / Title	*Honours etc
* Voluntary details Forename(s)	
Surname	
Previous forename(s)	
Previous surname(s)	
Address	35 NEW BRIDGE STREET
Usual residential address For a corporation, give the	
registered or principal office address. Post town	BLACKFRIARS
County / Region	Landan Postcode EC4V 68W
Country	ENGLAND
	I consent to act as secretary of the company named on page 1
Consent signature	FOCAMION REHALF OF STANHOOK GATE Date 12 JUNE 2000
Directors (see notes 1-5)  Please list directors in alphabetical order	TRUSTEES LIMITED
NAME *Style / Title	*Honours etc
Forename(s)	JULIAN JOHN
Surname	WATTS
Previous forename(s)	
Previous surname(s)	
Address	43 ARVNOCL SQUARE
Usual residential address For a corporation, give the	ISLINGTON
registered or principal office address. Post town	
County / Region	LONDON Postcode EC4V 68W
Country	ENGLAND 107 2
	Day Month Year
Date of birth	0 4 0 8 1 9 3 9 Nationality NEW ZEALAND
Business occupation	LAWYER
Other directorships	PLEASE SEE ATTACHED SHEETS _
	I consent to act as director of the company named on page 1
Consent signature	Be 12 JUNE 200 6

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Directors (continued)	see notes 1-5)	
NAME *S	ityle / Title	*Honours etc
* Voluntary details Fo	rename(s)	
	Surname	
Previous fo	rename(s)	
Previous s	urname(s)	
Address		
Usual residential address For a corporation, give the		
registered or principal office address.	Post town	
Count	y / Region	Postcode
	Country	
	ı	Day Month Year
Date of bir	th	Nationality
Business of	occupation	
Other dire	ctorships	
•	ļ	
	1	I consent to act as director of the company named on page 1
Consent si	ignature	Date
This section must be si Either	gned by	
an agent on behalf of all subscribers	Signed	POL AND ON BEHALF OF ARENOFISED LIMITED
Or the subscribers	Signed	FOR HAND DEHALF OF ARRINGFORD LIMITED Date 12 JUNE 2000
( i.e those who signed as members on the memorandum of	Signed	Date
association).	Signed	Date
	Signed	Date
	Signed	Date
	Signed	Date

#### **Notes**

 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).

- 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.

 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

## COMPANIES ACTS 1985 TO 1989 COMPANY LIMITED BY SHARES

#### **MEMORANDUM**

and

#### ARTICLES OF ASSOCIATION

of

COMPUTER PATENT ANNUITIES INTERNATIONAL LIMITED

No.

#### COMPANIES ACTS 1985 TO 1989

#### **COMPANY LIMITED BY SHARES**

#### MEMORANDUM OF ASSOCIATION

of

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#### COMPUTER PATENT ANNUITIES INTERNATIONAL LIMITED

- 1 of "COMPUTER **PATENT** name the Company is **ANNUITIES** INTERNATIONAL LIMITED".
- 2 The Registered Office of the Company will be situate in England and Wales.
- 3.1 The object of the Company is to carry on business as a general commercial company.
- 3.2 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Companies Act 1985 the Company has power to do all or any of the following:
- 3.2.1 For the above purposes to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in, over or upon any real or personal property of any kind, including contingent and reversionary interests in any property, and to undertake and carry on any business undertaking or transaction.
- 3.2.2 In the matters and for the purposes aforesaid to act solely or jointly with any other person company corporation or body as the circumstances may require.
- 3.2.3 To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments as may be thought proper, and to hold, sell or otherwise deal with such investments.
- To borrow or raise or secure the payment of money, and for those or other purposes including in particular (but without prejudice to the generality of the foregoing), the giving of collateral security for any guarantee by the Company or for any obligation of the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business, to mortgage or charge the undertaking and all or any part of the property and rights of

- the Company, present or after acquired, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.
- 3.2.5 To lend and advance money or give credit to any person, firm or company and, whether or not the Company receives any consideration or advantage from doing so, to guarantee or give indemnities for (or by both such means) the payment of moneys secured by or payable under or in respect of or the performance of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company, whether British, Commonwealth or foreign, or of any authority, supreme, municipal, local or otherwise, or of any person whomsoever whether corporate or unincorporate including in particular (but without prejudice to the generality of the foregoing) the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business.
- 3.2.6 To amalgamate or enter into partnership or any joint purse or profit sharing arrangement, or co-operate in any way with any person, firm or company carrying on or proposing to carry on any business or operation within the objects of the Company, and to assist any such person, firm or company.
- 3.2.7 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable transferable or mercantile instruments, or to purchase or guarantee the same.
- 3.2.8 To apply for, promote, and obtain any Act of Parliament, or other licence, permission or 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 expedient; to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests, and to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them.
- 3.2.9 To subscribe for, underwrite, purchase, or otherwise acquire and hold, dispose of, and deal in shares, stocks and securities of any company.
- 3.2.10 To act as agents or brokers for any person, firm or company, to undertake and perform sub-contracts, and to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- 3.2.11 To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise; to grant pensions or gratuities to and establish any contributory or non-contributory pension or superannuation fund for the benefit of any present or former directors, officers or employees of the Company or the Company's holding company (if any), the predecessors in business of, or any subsidiary or associated company of, or business acquired by, the Company or such holding company, or the relations, connections or

- dependants of any such persons; and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons.
- 3.2.12 To pay all or any expenses incurred in connection with the formation, promotion 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, debentures, debenture stock or securities of the Company.
- 3.2.13 To procure the registration of the Company in or under the laws of any territory or jurisdiction.
- 3.2.14 To promote any company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of the Company or the interests of its members.
- 3.2.15 To insure any of the property or assets of the Company against any insurable risk or risks and to effect, purchase or take assurances on the lives of any debtors to the Company, or on the lives of any other persons in whom the Company may have an insurable interest.
- 3.2.16 To sell and in any other manner deal with or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any other company.
- 3.2.17 To distribute among the members of the Company in specie any property of the Company.
- 3.2.18 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others; and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

- 4 The liability of the members is limited.
- 5 The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

We the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names. each set against our name

Name and addresses of each subscriber		No of shares taken by each subscriber
Arringford Limited		one
35 New Bridge Street Blackfriars London		
Corporate Subscriber		
by Grans		
	Total shares taken	one

Dated the 12 June 2000

Witness to the above signature:-

ledbeful

35 New Bridge Street Blackfriars London No.

#### COMPANIES ACTS 1985 TO 1989

#### **COMPANY LIMITED BY SHARES**

#### **ARTICLES OF ASSOCIATION**

of

#### COMPUTER PATENT ANNUITIES INTERNATIONAL LIMITED

#### **PRELIMINARY**

- 1.1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded.
- 1.2 Regulations 8, 24, 73 to 80 and 118 of Table A shall not apply to the Company.
- The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

#### **SHARES**

- \*The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.
- 4.1 The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act).
- 4.2 The general authority conferred by this Article shall:-
  - 4.2.1 extend to all relevant securities of the Company created but unissued at the date of these Articles;
  - 4.2.2 expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting; and

- 4.2.3 entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.
- Subject to and without prejudice to the generality of the provisions of Article 4 any shares unissued at the date of the adoption of this Article and any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.
- In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.
- The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share 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 member whether solely 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 share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

#### **CALLS ON SHARES**

The following sentence shall be added to the end of regulation 15 of Table A: "such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

#### **TRANSFER OF SHARES**

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.

#### **TRANSMISSION OF SHARES**

A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly.

#### **GENERAL MEETINGS AND RESOLUTIONS**

- 10.1 Every notice convening a General Meeting shall comply with the provisions of Section 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 Auditors for the time being of the Company.
- 10.2 No business shall be transacted at any General Meeting of the Company unless a quorum is present. Subject to article 10.4 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.
- 10.3 There shall be added to the last sentence of regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum..
- 10.4 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 resolution, 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 sections 303 and 391 of the Act.
- 10.5 Any decision taken by a sole Member pursuant to article 10.4 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book
- 10.6 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

#### **VOTES OF MEMBERS**

A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

#### **DIRECTORS**

- 12.1 The number of Directors shall be not less than one. 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 or Table A. Regulations 64 and 89 of Table A shall be modified accordingly.
- 12.2 The Directors shall not be liable to retire by rotation.
- 12.3 A Director shall not be required to hold any share qualification.

- 13.1 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.
- 13.2 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 maximum number of Directors (if there be any maximum) is not exceeded.
- 13.3 Any director may appoint any other person, whether a director or not, willing to act, as an alternate director and may remove from office an alternate director so appointed by him and regulation 65 of Table A shall not apply to the Company.
- Unless otherwise restricted by these Articles all or any of the Directors or members of a committee of the Directors may participate in and vote at a meeting of the Directors or such committee by conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in person at the meeting, and any such meeting shall be deemed to be held at such place as the directors shall at said meeting resolve. In the absence of any such resolution, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in the absence of such a majority, the place at which the chairman of the meeting is physically present.

#### **POWERS AND DUTIES OF DIRECTORS**

Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.

#### APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall take effect upon lodgment at the registered office of the Company.

#### **INDEMNITY**

- 17.1 Subject to the provisions of and so far as may be consistent with the Act, every Director or other officer or Auditor of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers and office.
- 17.2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against such liability as referred to in section 310(1) of the Act.

#### Name and addresses of subscribers

Arringford Limited

one

35 New Bridge Street Blackfriars London

Corporate Subscriber

Dated the 12 June 2000

Witness to the above signature:-

ne gr Miguer

35 New Bridge Street Blackfriars London

12/06/2000

# LIST OF DIRECTORSHIPS Julian Watts

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Armigiola Limitea	UK	3292065	ALTERNATION AND SECURITION OF THE LANGE OF T	
Maizelands Limited	Λ	3292060		
Mourant & Co Capital Trustees Limited	¥	3275677		
Ansoll Estates Limited	A Y	296548		
Haromart Limited	A	641189		
Stanhope Gate Trustees Limited	¥	3691921		
Grovesend SELCHP Limited	UK	3782798		
Ansoll Estates (Holdings) Limited	¥	3589433	66-deS-60	
Ansoll Investments Limited	¥	3589350	66-deS-60	
Conleigh Limited	¥	3590924	09-Sep-99	
Rarework Limited	JO N	2305566		01-Dec-99
		10700		
Watershield Limited	Jersey	3240/		
Petworth Limited	Jersey	54385		
Thetford Limited	Ireland	247396	29-Sep-99	
Baobab Limited	Ireland	261046	29-Sep-99	
Youngstar Limited	Ireland	261047	29-Sep-99	
Whiteriff Limited	Ireland	261048	29-Sep-99	

### Stanhope Gate Trustees Limited

4<sup>th</sup> Floor 35 New Bridge Street Blackfriars London EC4V 6BW

12 June 2000

Tel: 020 7332 6161 Fax: 020 7332 6199 International Tel: +44 20 7332 6161

Fax: +44 20 7332 6199 www.mourant.com

Direct Dial 020 7332 6128 via secretary

Registrar of Companies Companies House

Crown Way Cardiff

CF4 3UZ

Dear Sirs

## Computer Patent Annuities International Limited

With reference to the use of International in the above Company's name I am able to confirm that the Company will be trading with the following countries outside of the UK within 3 months of incorporation:

United States of America Canada.

Yours faithfully

For and on behalf of

Stanhope Gate Trustees Limited

Julian Watts



4<sup>th</sup> Floor Blackfriars

London EC4V 6BW

Tel: 0207 332 6161 35 New Bridge Street Fax: 0207 332 6199 International

Tel: +44 207 332 6161 Fax: +44 207 332 6199 www.mourant.com

Direct Dial 0207 332 6128 via secretary

**New Companies Section** Same Day Incorporation Companies House Crown Way Cardiff CF14 3UZ

12 June, 2000

Your ref:

**INC 42306 CES** 

Our ref:

0718/lon/1589/1/1425191

**Dear Sirs** 

#### COMPANY FORMATION – SAME DAY INCORPORATION

Please find enclosed the following documentation in relation to the forming of a new Company named "COMPUTER PATENT ANNUITIES INTERNATIONAL LIMITED":

- Form 10;
- Form 12;
- Memorandum and Articles of Association;
- A letter confirming that the Company will be trading with two countries outside of the UK within 3 months of incorporation;
- A cheque for £100 (Premium Service).

I trust that the above documentation is in order but if you have any queries please do not hesitate to contact me. I look forward to receiving confirmation of the incorporation of the above named company in the near future.

Yours faithfully For and on behalf of **Mourant & Co Capital Trustees Limited** 

Dear Godhin

**Dean Godwin** 

COMPANIES HOUSE