

**FILE COPY**



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

Company No. 4057224

The Registrar of Companies for England and Wales hereby certifies that  
WENTWORTH LODGE 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 22nd August 2000



\*N04057224B\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**

HC007B

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full



\* F0120F70 \*

Please delete as appropriate.

WENTWORTH LODGE LIMITED

I, EAC (DIRECTORS) LIMITED

of 69, Imex Business Park, Hamilton Road, Manchester M13 0PD

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

MANCHESTER

the

10th

day of

AUGUST

~~One thousand nine hundred and ninety~~

2000

before me \*\*

\*\* Please print name.

DAVID GOLLINS

Signed

Date

10/08/00

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.

EAC(Business Services) Group Ltd, 69 Imex Business Park

Hamilton Road, Longsight, Manchester M13 0PD

Tel 07957421790

DX number

DX exchange

JMA  
COMPANIES HOUSE

\*J22D4T3X\*

0157  
16/08/00

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

Peapod Solutions Ltd.

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

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

#### Company Name in full



\* F 0 1 0 0 F 7 0 \*

WENTWORTH LODGE LIMITED

#### Proposed Registered Office

(PO Box numbers only, are not acceptable)

69, Imex Business Park, Hamilton Road, Longsight

Post town

Manchester

County / Region

Greater Manchester

Postcode

M13 0PD

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.

X

Agent's Name

EAC (BUSINESS SERVICES) GROUP Ltd

Address

69, Imex Business Park, Hamilton Road, Longsight

Post town

Manchester

County / Region

Greater Manchester

Postcode

M13 0PD

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.

MR E. COLE, C/O EAC(BUSINESS SERVICES)GROUP Ltd

69, Imex Business Park, Hamilton Road, Longsight

Manchester M13 0PD

DX number 07957421790 DX exchange

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  
Peapod Solutions Ltd.



**Company Secretary** (see notes 1-5)

Company name

WENTWORTH LODGE LIMITED

NAME

\*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

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

Post town

County / Region

Country

69, IMEX BUSINESS PARK, HAMILTON ROAD

LONGSIGHT

MANCHESTER

GTR MANCHESTER

Postcode

M13 0PD

ENGLAND

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

Consent signature

Date

10/08/00

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

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

Post town

County / Region

Country

69, IMEX BUSINESS PARK, HAMILTON ROAD

LONGSIGHT

MANCHESTER

GTR MANCHESTER

Postcode

M13 0PD

ENGLAND

Day Month Year

Date of birth

27

05

99

Nationality

BRITISH

Business occupation

BUSINESS SERVICE PROVIDER

Other directorships

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

Consent signature

Date

10/08/00

## Directors (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>
<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>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**

**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**

4057224

100440

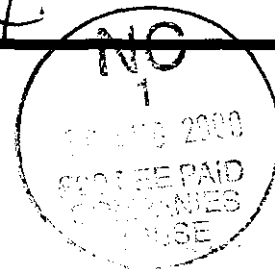
COMPANIES ACTS 1985 &amp; 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

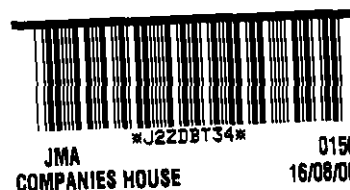
Of

WENTWORTH LODGE Limited



092333

1. The name of the Company is WENTWORTH LODGE Limited.
2. The Registered office of the company is situated in England & Wales.
3. The objects for which the Company is established are:
  - 3.1 to carry on the business of a General Commercial Company
  - 3.2 to design manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may conveniently or advantageously made or supplied in connection with it
  - 3.3 to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate.
  - 3.4 to borrow or raise money in any manner and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.
  - 3.5 to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world
  - 3.6 to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objectives or to the exercise of any power (whether express or implied) possessed by the Company.
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 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 specified opposite are respective names.

Name and Address Of Subscribers	Signature	Date	Number of shares taken
------------------------------------	-----------	------	------------------------

DIRECTOR

EAC (DIRECTORS) LIMITED  
69, IMEX BUSINESS PARK  
HAMILTON ROAD  
MANCHESTER  
M13 0PD

*A. G. G.*

..... 10/08/00

1

COMPANY SECRETARY

EAC (SECRETARIES) LIMITED  
69, IMEX BUSINESS PARK  
HAMILTON ROAD  
MANCHESTER  
M13 0PD

*A. G. G.*

..... 10/08/00

1

.....  
Total Shares taken

2

WITNESS TO THE ABOVE SIGNATURES

NIK MAKIN  
69, IMEX BUSINESS PARK  
HAMILTON ROAD  
MANCHESTER  
M13 0PD

*N. Makin*

..... 10/08/00

COMPANIES ACTS 1985 & 1989  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
Of  
WENTWORTH LODGE Limited

1. Preliminary

1.1 The regulations constituting Table A in the schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) Shall apply to the Company except in so far as they are excluded Or varied by these articles.

1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these articles the meaning so defined.

2. Share Capital

2.1 The Share Capital of the Company is £100 divided into Ordinary Shares of £1 each

2.2 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"

3. Lien and Forfeiture

3.1 The Lien conferred by Regulation 8 of Table A shall attach to Fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or Under liability to the Company. The registration of a transfer of a Share shall operate as a wavier of any lien of the Company on that Share.

3.2 In regulation 8 of Table A there shall be substituted for the words

"Any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".

4. Transfer of Shares

Regulation 24 of Table A shall not apply.

5. Alteration of Share Capital

5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"

5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.

6. Votes of Members

6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present In person or proxy"

6.2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" The words "any form which enables the members to direct how

Their votes are to be exercised on each of the resolutions comprised In the business meeting for which it is to be used".

7. Number of Directors

The number of directors shall not be less than one.

8. Appointment and Retirement of Directors

Regulations 73 to 83 Table A shall not apply to the Company.

9. Proceedings of Directors

Regulation 94 shall not apply to the Company.

10. Disqualified Directors

In Regulation 81 of Table A there shall be inserted in paragraph (d) After the words "to the Company" the words "left at the office".

11. Dividends

In Regulation 104 of Table A there shall be inserted after the words "As from a particular date" the words "or a particular event".

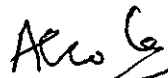
12. Notices

In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted.

Name and Address Of Subscribers	Signature	Date	Number of shares taken
------------------------------------	-----------	------	------------------------

DIRECTOR


EAC (DIRECTORS) LIMITED  
69, IMEX BUSINESS PARK  
HAMILTON ROAD  
MANCHESTER  
M13 0PD

  
..... 10/08/00

1

COMPANY SECRETARY

EAC (SECRETARIES) LIMITED  
69, IMEX BUSINESS PARK  
HAMILTON ROAD  
MANCHESTER  
M13 0PD

  
..... 10-08/00

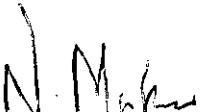
1

.....  
Total Shares taken

2

WITNESS TO THE ABOVE SIGNATURES

NIK MAKIN  
69, IMEX BUSINESS PARK  
HAMILTON ROAD  
MANCHESTER  
M13 0PD

  
..... 10/08/00