

FILE COPY



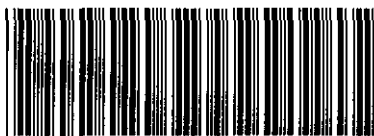
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4571709

The Registrar of Companies for England and Wales hereby certifies that
CHOICEWISE TRAVEL LTD

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 24th October 2002



N04571709K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

CHOICEWISE TRAVEL LTD

I, ALEXANDRA SILVERSTONE

of 65 STANLEY ROAD, SALFORD

† 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

A. J. Silverstone

Declared at

MANCHESTER

Day Month Year

On 21 10 2002

● Please print name.

before me ●

A. J. MARKS

Signed

Ashley Marks

Date

21/10/02

† 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.



Form revised June 1998

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

or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

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

Company Name in full

CHOICEWISE TRAVEL LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

386-388 PALATINE RD

NORTHENDEN

Post town

MANCHESTER

County / Region

Postcode

M22 4FZ

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

COUNTRYWIDE COMPANY SERVICES (UK) LTD

Address

386-388 PALATINE RD

NORTHENDEN

Post town

MANCHESTER

County / Region

Postcode

M22 4FZ

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

Tel	
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

or

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

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		CHOICEWISE TRAVEL LTD	
NAME	*Style / Title	*Honours etc	
Forename(s)		COUNTRYWIDE COMPANY SECRETARIES LTD	
Surname			
Previous forename(s)			
Previous surname(s)			
Address **		386-388 PALATINE RD	
		NORTHENDEN	
Post town		MANCHESTER	
County / Region		Postcode	M22 4FZ
Country			
<small>** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</small>			
Consent signature		A. J. Silverstone	
		Date	21 OCT 2002

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title		*Honours etc	
Forename(s)		COUNTRYWIDE COMPANY DIRECTORS LTD			
Surname					
Previous forename(s)					
Previous surname(s)					
Address **		386-388 PALATINE RD			
		NORTHENDEN			
Post town		MANCHESTER			
County / Region		Postcode	M22 4FZ		
Country					
<small>** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</small>					
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	A. J. Silverstone				Date
					21 OCT 2002

Please list directors in alphabetical order

*Honours etc

★ Voluntary details

Forename(s)

Sumame

Previous forename(s)

Previous surname(s)

Address ^{††}

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

10

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

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

Signed

A. J. Silverstein

Date _____

21 OCT 2002

Signed

Date

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

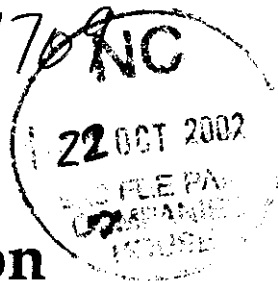
Date _____

INC 8441 Bar.
100366

COMPANIES ACTS, 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

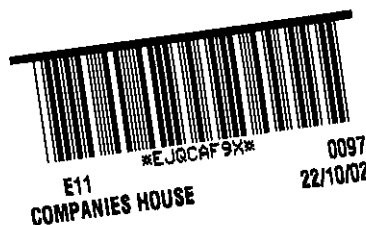
Memorandum of Association



1. The Company's name is CHOICEWISE TRAVEL LTD
2. The registered office of the company will be situated in England and Wales.
3. The objects for which the company is established are:
 - (A) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely:

A general commercial company or as;

manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehousemen, storage contractors, shipping and forwarding agents; dealers in property and estates, property developers, property managers, investors in property; estate agents, insurance agents and brokers, accountants, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers, specialists and contractors; decorators; painters; bricklayers, carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers; plumbers; electricians, shop front fitters; builders' and decorators' merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; welders; sheet metal workers; blacksmiths, motor engineers; garage proprietors; car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors; general engineers; tool makers; booking agents for, and managers of theatres, cinemas and all other kinds of entertainment and sporting events; turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in food and provisions of all kinds; wine and spirit merchants; butchers grocers, greengrocers; fishmongers and poultry merchants, farmers; florists; horticulturists; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; textile merchants, tailors, fashion designers, ladies and gentleman's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relation specialists, consultants, business transfer agents and employment agents, computer operators, programmers and dealers; market research specialists, business advisers, mail order specialists; dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and demolition contractors; provision of security services, plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world



(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or Company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire, or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring any exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other Company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any Company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons, firms, or Companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms, and Companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other Company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other Company formed or to be formed.

(O) To Promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.

(Q) To remunerate any person, firm or Company rendering services to the company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute Among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction, (if any) for the time being required by law.

(T) 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, 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.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company as set opposite my name.

Name and Address of Subscriber

Number of shares taken by the Subscriber
(In Words)

A.J. SILVERSTONE
386 - 388 Palatine Road
Northenden
Manchester M22 4FZ

One

A.J. Silverstone

Secretary

Dated: 21 October 2002

Witness to the above Signature:-

M. SILVERSTONE
386 - 388 Palatine Road
Northenden
Manchester M22 4FZ

M Silverstone

Accountant

COMPANIES ACTS, 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

of

CHOICEWISE TRAVEL LTD

PRELIMINARY

1. The Company shall be a private Company within the meaning of the Companies Act, 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided by the regulations contained in The Companies (Tables A to F) Regulations 1985 as in force at the date of incorporation of the Company. Such regulations (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 60,61,64,73,74,75,81(e), 89,94,95,96,97 and 98 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

GENERAL MEETINGS

3. In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company. Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company.

4. One member may constitute a quorum where the Company is a single Member Company.

AUDITORS

5. The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

SHARE CAPITAL

6. The company is a private company limited by shares, within the meaning of the Act.

7. The directors of the Company are authorised during the period of five years from the date of the incorporation of the Company to allot, grant options over or otherwise dispose of the original share in the capital of the Company to such persons at such time and on such conditions as they think fit, subject to the provisions of Articles 8 and 9 hereof and provided that no share shall be issued at a discount.

8. Subject to any direction to the contrary that may be given by the company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article.

9. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think within three months from the date of the said notice. Where the Company has no auditor an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price.

APPOINTMENT OF DIRECTORS

10. The first director or directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to section 10 of the Act.
11. Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall not be less than one.
12. A person may be appointed a director of the Company notwithstanding that he has attained the age of seventy years and no directors shall be liable to vacate the office by reason only of his having attained that age or any other age.

PROCEEDINGS OF DIRECTORS

13. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, 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.
14. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed, shall be two, except when one director is in office. A person, who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.
15. The directors may exercise all of the powers mentioned in the Memorandum of Association part 3.

SECRETARY

16. The first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to section 10 of the Act.

SEAL

17. In accordance with the provisions of the Act the Company need not have a seal. If it does have a seal Regulation 101 of Table A shall apply.

Name and Address of Subscriber:-

A.J. SILVERSTONE
386 - 388 Palatine Road
Northenden
Manchester M22 4FZ

A.J. Silverstone

Secretary

Dated: 21 October 2002

Witness to the above Signature:-

M. SILVERSTONE
386 - 388 Palatine Road
Northenden
Manchester M22 4FZ
Accountant

M Silverstone

REJECTION REFERENCE INC 8001 INC 81661 RWT	COMPANY NUMBER
PROPOSED COMPANY NAME Becker + Hall Ltd	

1. No Fee ☐

2. Duplicate Name (please specify company no.) Cannot accept application

3. Memorandum from Countrywide - Financial trouble

4. Articles

5. Form 10

6. Form 12

7. Special / Written Resolution

8. Sensitive word justification / Section 30

9. Case History

Date Rejected	Initials	Correspondence Section Use Only		Date Letter Issued
8-3	RWT	1 st Rejection Letter	<u>Bo</u>	8/3
		2 nd Rejection Letter	<u>GR</u>	19/3/2
		3 rd Rejection Letter		

INC 81441 / 81410 /

REASON FOR 2nd REJECTION

Becker + Hall Ltd.
Forest Electronics Ltd.

1. Memorandum

NO Fee - cheque difficulties

2. Articles

3. Form 10

4. Form 12

5. Sensitive Words / Section 30

6. Special / Written Resolution

7. Other

Date	18-3
Initials	RLOT

REASON FOR 3rd REJECTION

1. Memorandum

2. Articles

3. Form 10

4. Form 12

5. Sensitive Words / Section 30

6. Special / Written Resolution

7. Other

Date	
Initials	