

269052

498686

Company Number: /

**The Companies Act 1985**

**Private Company Limited by shares**

2003

Earls Nook Limited

156266

**Memorandum of Association of ~~Sandco 816 Limited~~**

Earls Nook Limited

- 1 The Company's name is "~~Sandco 816 Limited~~"
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are
  - 3 1 to carry out all or any of the businesses of general merchants and traders and services providers, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission 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, 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 businesses or undertakings as may be thought desirable,
  - 3 2 to carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to



any of the businesses or activities of the Company,

- 3.3 to purchase or by any other means acquire and take options over any real or personal property whatever, and any rights or privileges of any kind over or in respect of any such property,
- 3.4 to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire,
- 3.5 to acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or real or personal property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received,
- 3.6 to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the real or personal property and rights of the Company,
- 3.7 to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made,
- 3.8 to lend or advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms,
- 3.9 to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means, the performance of the liabilities and

obligations of and the repayment or payment of any moneys whatever by any person, firm or company, including (but not limited to)

- 3 9 1 any liabilities and obligations whatever of, and the repayment or payment of any moneys whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company's holding company or otherwise associated with the Company in business, and
- 3 9 2 any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law, and
- 3 9 3. the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities,
- 3 10 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's real or personal property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it,
- 3 11 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments,
- 3 12 to apply for, promote, and obtain by any Act of Parliament, order, or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's, indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests,
- 3 13 to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions,
- 3 14 to subscribe for, take purchase, or otherwise acquire, hold sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures,

debentures stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world,

- 3 15 to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, or provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangement which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies,
- 3 16 to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property (real or personal) or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid,
- 3 17 to sell or otherwise dispose of the whole or any part of the business or property (real or personal) of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same,
- 3 18 to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts,
- 3 19 to remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient,
- 3 20 to pay all or any expenses incurred in connection with the promotion, formation 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 or other securities of the Company,
- 3 21 to support and subscribe to any charitable public object and to support and subscribe to any institution, society, or club which may be in the opinion of the board of directors for the benefit of the Company or its business or activities or its directors or employees, or may be connected with any town or place where the Company carries on business,
- 3 22 to give or award pension, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or

any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children or other relatives and dependants of such persons, to make payments towards insurance and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained,

- 3 23 subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act,
- 3 24 to purchase and maintain, for the benefit of any director (including an alternate director) , officer or auditor of the Company or of any company which is the holding company, a subsidiary, or a fellow subsidiary of the Company, insurance against any liability as is referred to in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor and, subject also to the provisions of the Act, to indemnify any such person out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto and, without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to any such liability,
- 3 25 to distribute among the members of the Company in kind any property (real or personal) of the Company of whatever nature,
- 3 26 to procure the Company to be registered or recognised in any part of the world,
- 3 27 to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others,

3 28 to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them,

and so that

- (a) none of the objects set forth in this Clause 3 shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company,
- (b) none of the sub-clauses of this Clause 3 and none of the objects herein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other part of Clause 3, and the Company shall have as full a power to exercise each and every such sub-clause as if each contained the objects of a separate company,
- (c) the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere,
- (d) in this Clause 3 the expressions "holding company" and "subsidiary" shall have the meanings given to them respectively by section 736 of the Act and expression "subsidiaries" shall include a subsidiary undertaking as defined by section 258 of the Act

4 The liability of the members is limited

5 The Company's share capital is £100 divided into 100 shares of £1 each

We, the subscribers of this Memorandum of Association wish to be formed into a Company in accordance with this Memorandum and we agree to take the number of shares shown opposite our respective names

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Names and addresses of Subscriber

Number of shares taken  
by the Subscriber

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Name            Ward Hadaway Incorporations Limited            one

Address        Sandgate House  
                  102 Quayside  
                  Newcastle upon Tyne  
                  NE1 3DX

Signature

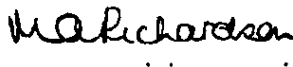


For and on behalf of  
Ward Hadaway Incorporations Limited

Dated           28 November 2003

Witness to the above Signature

Signature



Name           Margaret Ann Richardson

Address        Sandgate House  
                  102 Quayside  
                  Newcastle upon Tyne  
                  NE1 3DX

Occupation    Legal Secretary

Company Number :

**The Companies Act 1985**

**Private Company Limited by Shares**

**Articles of Association of ~~Sandco 816 Limited~~  
Eaile Nook Limited**

**1 Preliminary**

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company save as excluded or varied and such regulations (save as so excluded or varied) and the Articles below shall be the regulations of the Company
- 1.2 In these Articles "the Act" means the Companies Act 1985, and 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

**2 Allotment of shares**

- 2.1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of any 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 in general meeting
- 2.2 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



### 3 Shares

- 3 1 The lien conferred to Regulation 8 of Table A shall attach also to fully paid-up shares, 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 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, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.
- 3 2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

### 4 General meetings and resolutions

- 4.1. 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. The words "or a resolution appointing a person a director" and paragraphs (a) and (b) in Regulation 38 of Table A shall be deleted and the words "in accordance with section 369(3) of the Act" shall be inserted after the words "if it is so agreed" in that Regulation.
- 4 2 The words "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of Regulation 40 of Table A.
- 4 3 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 of the time appointed therefor such adjourned general meeting shall be dissolved.
- 4 4 Regulation 41 of Table A shall not apply to the Company.
- 4 5 The words "be entitled to" shall be inserted between the words "shall" and "vote" in Regulation 57 of Table A.

### 5 Appointment of directors

- 5 1 Regulation 64 of Table A shall not apply to the Company.
- 5 2 The maximum number and minimum number respectively of the directors may be

determined from time to time by ordinary resolution in general meeting 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

5 3 The directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company

5 4 No person shall be appointed a director at any General meeting unless either

5 4 1 he is recommended by the directors, or

5 4 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

5 5 Subject to Article 5 4 the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

5 6 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 appointment does not cause the number of directors to exceed any number determined in accordance with Article 5 2 as the maximum number of directors and for the time being in force

## 6 **Borrowing powers**

The directors may exercise all the powers of the Company to borrow money without limit as to 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 of the Act to grant any mortgage, charge or standard 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

## 7 **Alternate directors**

7 1 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 of Table A shall be modified accordingly

7 2 A director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of directors or of any committee of the

directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

- 7 3 Regulation 67 of Table A shall not apply to the Company. An alternate director shall cease to be an alternate director if his appointor ceases to be a director for whatever reason.

8. **Directors' gratuities and pensions**

The words "without prejudice to the generality of Regulation 70" shall be inserted before the words "The directors may provide benefits" in Regulation 87 of Table A.

9 **Proceedings of directors**

- 9 1 Whenever there is only one director that 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 Regulations 89 and 90 of Table A shall be modified accordingly.

- 9 2 A director who to his knowledge is in any way, directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors in accordance with that section and subject to such disclosure may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever (which interest he has disclosed), 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.

- 9 3 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

- 9 4 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

- 9 5 Regulation 88 of Table A shall be amended by substituting for the sentence -  
"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom" the following sentence -  
"Notice of every meeting of the directors shall be given to each directors and his alternate, including directors and alternate directors who may for the time being

be absent from the United Kingdom and have given the Company an address within the United Kingdom for service." The last sentence of Regulation 66 of Table A shall not apply to the Company

10 **The seal**

- 10.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. 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 two directors or by the secretary and one director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- 10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

11 **Indemnity and insurance**

- 11.1 Subject to section 310 of the Act every director (including an alternate director), or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no director (including an alternate director) or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the lawful execution of the duties of his office or in relation thereto.
- 11.2 The directors shall have power to purchase and maintain at the expense of the Company for the benefit of any director (including an alternate director), officer or auditor of the Company, insurance against any such liability as is referred to in section 310(1) of the Act and subject to the provisions of the Act against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor.
- 11.3 Clause 118 of Table A shall not apply to the Company.

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Names and addresses of Subscriber

Number of shares taken  
by Subscriber

---

Name                      Ward Hadaway Incorporations Limited                      one

Address                      Sandgate House  
                                    102 Quayside  
                                    Newcastle upon Tyne  
                                    NE1 3DX

Signature



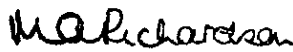
For and on behalf of  
Ward Hadaway Incorporations Limited

Dated

28 November 2003

Witness to the above Signature

Signature



Name

Margaret Ann Richardson

Address.

Sandgate House  
102 Quayside  
Newcastle upon Tyne  
NE1 3DX

Occupation

Legal Secretary