



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

Company No. 5108142

The Registrar of Companies for England and Wales hereby certifies that  
  
POUND 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 21st April 2004



N05108142D



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



*Companies House*

— *for the record* —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

5108142

Company name

POUND LTD

I,

NOMINEE DIRECTOR LTD

of

SUITE B  
29 HARLEY STREET  
LONDON  
UNITED KINGDOM  
W1G 9QR

a

person named as a director of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution

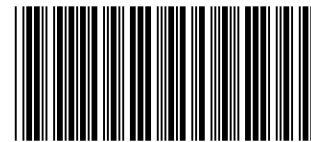


**Companies House**

— for the record —

**10(ef)**

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



XSL3EUG1

Received for filing in Electronic Format on the: **21/04/2004**

*Company Name  
in full:* **POUND LTD**

*Proposed Registered  
Office:* **SUITE B, 29 HARLEY STREET  
LONDON  
UNITED KINGDOM  
W1G 9QR**

*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:* **KHAN NADEEM**  
*Agent's Address:* **SUITE B  
29 HARLEY STREET  
LONDON  
UNITED KINGDOM  
W1G 9QR**

***Company Secretary***

*Name* **NOMINEE SECRETARY LTD**

*Address:* **SUITE B  
29 HARLEY STREET  
LONDON  
UNITED KINGDOM  
W1G 9QR**

*Consented to Act:* **Y** *Date authorised* **21/04/2004** *Authenticated:* **Y**

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*Director 1:*

*Name* **NOMINEE DIRECTOR LTD**

*Address:* **SUITE B  
29 HARLEY STREET  
LONDON  
UNITED KINGDOM  
W1G 9QR**

*Nationality:* **BRITISH**

*Business occupation:* **DIRECTOR**

*Consented to Act:* **Y** *Date authorised* **21/04/2004** *Authenticated:* **Y**

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*Authorisation*

*Authoriser Designation:* **AGENT** *Date Authorised:* **21/04/2004** *Authenticated:* **Yes**

# The Companies Act 1985 to 1989

## Private Company Limited by Shares

### MEMORANDUM OF ASSOCIATION OF POUND LTD

1. The Company's name is POUND LTD
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to carry on business as a general commercial company and to do all such things as are incidental to the carrying on of any trade or business by it.
4. The liability of the members is limited.
5. The Company's share capital is £ 1000 divided into 1000 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.

## Names and Addresses of Subscribers

## Shares Taken

Nominee Director Ltd  
SUITE B  
29 Harley Street  
London  
W1G 9QR

1

Total Shares Taken

1

Dated : 21-4-2004

# REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY SHARES

The Companies Act 1985 (As amended by the Companies Act 1989).

## ARTICLES OF ASSOCIATION OF POUND LTD

(a) Subject as hereinafter provided the regulations incorporated in Table A as set out in the schedule to the Companies (Table A to F) Regulations 1985 as amended hereinafter called "table A" shall apply to the Company.

(b) The Articles hereinafter contained, together with the regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the regulations of the Company.

## APPOINTMENT OF DIRECTORS

1. (a) Unless and until otherwise determined by the Company in general Meeting there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever there shall be only one director of the company such director may act alone in exercising all the powers, discretions and authorities vested in the Directors and regulation 89 of Table A shall be modified accordingly.

(b) Regulation 64 of Table A shall not apply to the Company.

2. 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. other than alternate directors) shall not be subject to any maximum but shall be not less than one.

## LIST OF SUBSCRIBERS

Nominee Director Ltd  
SUITE B  
29 Harley Street  
London  
W1G 9QR

Dated : 21-4-2004