

FILE COPY



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

Company No. 5109086

The Registrar of Companies for England and Wales hereby certifies that  
OFFSHELF 311 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 22nd April 2004



\*N05109086G\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B

Please complete in typescript, or in bold black capitals.

CHWP007

## Declaration on application for registration

Company Name in full

**Offshelf 311 Ltd**

I, **Christopher Robert Williams**

of **Kent Jones and Done, Churchill House, Regent Road, Stoke on Trent, ST1 3RQ**

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 40 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

*C. R. Williams*

Declared at

*THOMAS*

Day Month Year

On *21* *04* *2004*

before me<sup>①</sup>

*Janet Finney*

① Please print name.

Signed

*Finney*

Date

*21-04-04*

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.

**Kent Jones and Done**

**Ref: cvh1/Off311**

**Churchill House, Regent Road, Stoke on Trent, Staffordshire,**

**ST1 3RQ**

**Tel 01782 202020**

**DX number 20727**

**DX exchange Hanley**

When you have completed and signed the form please send it to the Registrar of Companies at:

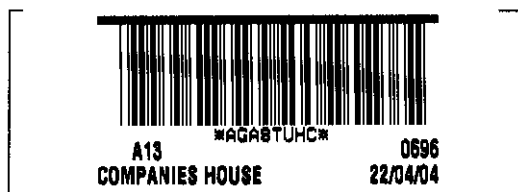
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

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

for companies registered in Scotland

**DX 235 Edinburgh**



Form revised June 1998

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Q5109086

10

Please complete in typescript,  
or in bold black capitals.

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

CHFP021

Notes on completion appear on final page

**Company Name in full**

Offshelf 311 Ltd

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Churchill House, Regent Road,

Post town

Stoke on Trent

County / Region

Staffordshire

Postcode

ST1 3RQ

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

Kent Jones and Done

Address

Churchill House, Regent Road

Post town

Stoke on Trent

County / Region

Staffordshire

Postcode

ST1 3RQ

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

Kent Jones and Done

Ref: 40Off311

Churchill House, Regent Road, Stoke on Trent, Staffordshire

ST1 3RQ

Tel 01782 202020

DX number 20727

DX exchange Hanley



A13  
COMPANIES HOUSE  
A06  
COMPANIES HOUSE  
COMPANIES HOUSE

0697  
22/04/04  
0465  
31/03/04  
24/02/04

Form April 2002

When you have completed and signed the form please send it to the  
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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



Please list directors in alphabetical order

**\*Style / Title**

\*Honours etc

Forename(s)

**Surname**

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

11

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**

**Signed**

Date \_\_\_\_\_

### Or the subscribers

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

**Signed**

**Date**

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

 $20 \cdot a \cdot a_4$

## Notes

1. 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).

2. 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.

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

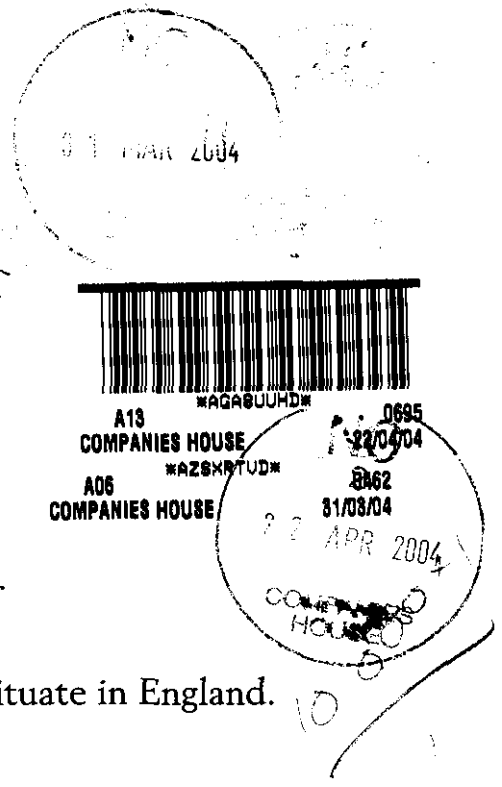
0015909

## Offshelf 311 Ltd

company limited by shares  
registered in England and Wales under the C  
1989

### memorandum of association

1. The name of the Company is Offshelf 311 Ltd.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are to do all or any of the following:
  - 3.1 to carry on business of a general commercial company;
  - 3.2 to do anything or carry on any other business which seems to the directors of the Company to be capable of being conveniently or profitably done or carried on in connection with that business or calculated directly or indirectly to enhance or render more profitable any of the Company's assets or which is otherwise for the benefit of the Company, its employees, directors or members;
  - 3.3 to do all other things which seem to the directors of the Company to be incidental or conducive to the attainment of the above objects; and
  - 3.4 to do any of the following:
    - to pay all expenses of and incidental to the formation of the Company and the underwriting, placing or issuing of its securities;
    - to give financial assistance for the purpose of the acquisition of its shares or those of its holding company;



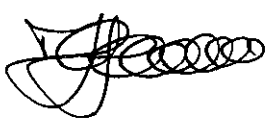
- to grant options and other rights over its securities in favour of employees and others;
- to carry on its business in any part of the world alone or in association with any one or more persons (whether natural or legal) or by any one or more subsidiary companies;
- to sell lease or dispose of (for cash or any other consideration) the whole or any part of the undertaking and property of the Company;
- draw and accept and negotiate instruments;
- to borrow money and guarantee the indebtedness and the performance of the obligations of others (whether or not the Company receives any consideration for or direct or indirect advantage from the giving of any guarantee) and to exercise either or both of those powers without giving any security or by giving mortgages and other securities on all or any of the assets of the Company including uncalled capital;
- to lend and invest monies of the Company in such manner as the directors determine;
- to promote other companies; and
- to distribute assets in specie to members of the Company.

4. The liability of the members is limited.

5. The capital of the Company is £10,000 divided into 10,000 shares of £1 each.



As subscriber to this memorandum of association wishing to be formed into a company pursuant to this memorandum of association Offshelf Ltd agrees to take the number of shares shown opposite its name.

| Name, address and description<br>of subscribers | Number of shares taken<br>by each subscriber                                       |
|---|--|
| Offshelf Ltd                                    | one <i>one</i>   |
| Churchill House                                 | Offshelf Ltd by its  |
| 47 Regent Road                                  | authorised signatory   |
| Hanley  |  |
| Stoke on Trent                                  |  |
| ST1 3RQ   |  |

Dated 20 February 2004

Witness to the above signature

*Gladys Jones & Don Jones*  
*Kent Jones & Don Jones*

Kent Jones and Don  
Churchill House  
Regent Road  
Stoke on Trent  
ST1 3RQ

## **private company articles**

### **Offshelf 311 Ltd**

company number [                      ]

registered in England and Wales under the Companies Act 1985 to  
1989

company limited by shares

## **articles of association**

### **contents**

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### **preliminary and interpretation**

1. Except as mentioned in these articles the regulations contained in or made applicable by Table A ("Table A") in the schedule to The Companies (Tables A to F) Regulations 1985 (SI 1985/805 amended by SI 1985/1052) shall apply to the Company.

2. In regulation 1 of Table A between the words "in these regulations" and "the Act" there shall be inserted the words "and in any articles adopting them".
3. Where there is any conflict between these regulations and the provisions of Table A applying to the Company by these regulations, these regulations shall prevail.

### **share capital**

4. The lien conferred by regulation 8 of Table A shall be extended to apply to all shares (whether part or fully paid) registered in the name of any person indebted or under any liability to the Company, whether he or she is the sole registered holder of them or one of two or more joint holders, and shall be extended to the amount of his or her debt or liability.
5. The directors are authorised for five years from the date on which these articles are adopted to exercise the power of the Company generally and without conditions to allot relevant securities (as defined in section 80 of the 1985 Act) up to a maximum amount of £10,000.00 (ten thousand pounds).
6. Section 89(1) of the 1985 Act (offers to shareholders on pre-emptive basis) shall not apply to the Company.

### **transfer of shares**

7. In addition to the powers given by regulation 24 of Table A the directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share.

### **transmission of shares**

8. The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share and if the notice is not complied with within thirty days the directors may withhold payment of all dividends and other moneys payable in respect of the share until the requirements of the notice have been complied with.

### **number of directors**

9. Regulation 64 of Table A shall not apply to the Company. Unless otherwise determined by ordinary resolution, there may be a sole director and there shall be no maximum number of directors.

### **alternate directors**

- 10.1 The appointor of an alternate director may by written notice to the Company from time to time direct that some or all of his or her remuneration is paid to the alternate director; and regulation 66 in Table A shall be modified accordingly.
- 10.2 Any person appointed as an alternate director under regulation 65 in Table A may act as an alternate director for more than one director. An alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he or she represents in addition to his or her own vote or votes (if any) as a director, but he or she shall count as only one for the purpose of determining whether a quorum is present.

### **delegation of directors powers**

11. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether

directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

### **appointment and retirement of directors**

12. The directors shall not be subject to retirement by rotation, and accordingly regulations 73, 74 and 75 of Table A shall not apply to the Company, and all other references in Table A to rotation shall be disregarded.
13. The whole of regulations 76 and 77 of Table A and the words "subject as aforesaid" in regulation 78 shall not apply to the Company.
14. The Company may by an extraordinary resolution remove any director before the expiration of his or her period of office, and may by an ordinary resolution appoint another director in his or her place. A person so appointed shall be subject to retirement at the same time as if he or she had become a director on the day on which the director in whose place he or she is appointed was last elected a director.

### **directors' appointments and interests**

15. Regulation 94 of Table A shall not apply to the Company. If a director has complied with the duty of disclosure imposed by regulation 85 of Table A and has done so at or before the meeting at which the resolution is proposed, he or she shall be counted in the quorum and may vote at any meeting of directors or a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material or does or may conflict with the interests of the Company.

16. There shall be added the following words before the stop at the end of regulation 96 of Table A: "and the Company may by ordinary resolution ratify any transaction undertaken in breach of any such provisions".

### **proceedings of directors**

17. The directors may fix for any period not exceeding twelve months the dates, times and places on and at which meetings are to be held, and, if these particulars have been given in writing to all the directors not less than one month before the first of those meetings, no further notice need be given of them.
18. Any corporation which is a director of the Company may by a resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company's directors, and the person so authorised shall be entitled to exercise on behalf of the corporation which he or she represents such powers and duties as the corporation could exercise if it were an individual director of the Company.
19. All directors or any committee of them may participate in a meeting of the directors or that committee by a conference telephone or any communication system which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum. The 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.
20. For so long as any member of the Company holds over 50% of the issued shares in the company's capital he or she shall be the chairman

of the directors and shall have such number of votes as enables him or her to carry or defeat any proposal for a resolution of the directors.

21. If there is only one director the quorum at meetings of the directors shall be one, and regulation 89 of Table A shall be construed accordingly.

### **information about interests in shares**

22. The directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1988.
23. If that person fails to comply with any such request by the directors to the satisfaction of the directors within a period of one month from the date of the request, then and until the request is complied with that person shall not be entitled to attend and vote at any meeting of the Company and no dividends declared on the shares in the Company held by that person shall be paid to him or her until he or she has so complied. All such dividends shall in the meantime be retained by the Company without any liability to pay interest on them.

### **notices**

- 24.1 In regulation 112 of Table A, the words "or telex or facsimile or other means of instantaneous transmission" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a prepaid envelope". Regulation 112 as so varied shall (mutatis mutandis) apply also to written notices to directors.

- 24.2 Where a notice is sent by first class post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing it has been posted.
- 24.3 Where a notice is sent by telex or facsimile or other means of instantaneous transmission, service shall be deemed to have been effected at the time of transmission if, either
- the appropriate answer back or other confirmation of the transmission is received, or
  - (where the means of transmission does not incorporate an answer back or confirmation) a copy of the notice is sent to the addressee by first class post.

### **indemnity and insurance**

- 25.1 The indemnity given by regulation 118 of Table A shall be extended to include all liabilities incurred by every director or other officer or auditor of the company in relation to or in connection with his duties, powers or office and his actual or purported discharge or exercise of them.
- 25.2 Without prejudice to the indemnity given by regulation 118 of Table A the directors may effect insurance for the benefit of any person who is or at any time was a director, other officer, auditor or employee of the Company or any of its subsidiaries including insurance against any liability incurred by such person in respect of any act or omission in relation to or in connection with his duties, powers or offices or his actual or purported discharge or exercise of them.



---

Name, address and description of subscribers

---

Offshelf Ltd  
Churchill House  
47 Regent Road  
Hanley  
Stoke on Trent  
ST1 3RQ

Offshelf Ltd by its  
authorised signatory



---

Dated 20 February

2004

Witness to the above signature

Clodgyriscn Blatter  
Kent Jones & Dore Stoke on Trent

Kent Jones and Dore  
Churchill House  
Regent Road  
Stoke on Trent  
ST1 3RQ