

FILE COPY



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

Company No. 5112997

The Registrar of Companies for England and Wales hereby certifies that
HLW 229 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 27th April 2004



N05112997L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Declaration on application for registration

Company Name in full

HLW 229 LIMITED

I, SOBIYA ULMAS HUSSAIN

of 103 SHARROW STREET, SHARROW, SHEFFIELD S11 8BZ

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
XX
XX
XX
XX
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

Quain

Declared at

Keelde Hawson, St James' Row, Sheffield

Day Month Year

on

23	04	2	00	4
----	----	---	----	---

● Please print name.

before me

DEBORAH ANNE PARSONS

Signed

DA

Date _____

23/4/04

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.

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

HLW

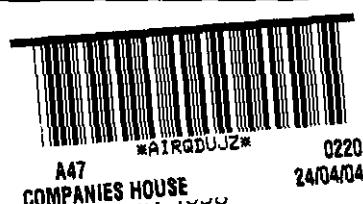
Princess House, 122 Queen Street, Sheffield.

S1 2DW

Tel 0114 2765555

DX number 10643

DX exchange Sheffield 1



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**

Please complete in typescript,
or in bold black capitals.

CHFP041

First directors and secretary and intended situation
of registered office

Notes on completion appear on final page

Company Name in full

HLW 229 LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

PRINCESS HOUSE

122 QUEEN STREET

Post town

SHEFFIELD

County / Region

SOUTH YORKSHIRE

Postcode

S1 2DW

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

Address

Post town

County / Region

Postcode

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.

HLW

Princess House, 122 Queen Street, Sheffield,

S1 2DW

Tel 0114 2765555

DX number 10643

DX exchange Sheffield 1



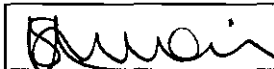
When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

Company name		HLW 229 LIMITED	
NAME	*Style / Title	MISS	*Honours etc.
*Voluntary details	Forename(s)	SOBIYA ULMAS	
	Surname	HUSSAIN	
	Previous forename(s)	-	
	Previous surname(s)	-	
†† 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.	Address ††	103 SHARROW STREET	
		SHARROW	
		Post town	SHEFFIELD
		County / Region	SOUTH YORKSHIRE
		Postcode	S11 8BZ
	Country	UNITED KINGDOM	

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

Consent signature



Date

23.04.2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc.
	Forename(s)	ROGER KENNETH	
	Surname	DYSON	
	Previous forename(s)	-	
	Previous surname(s)	-	
†† 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.	Address ††	21 HAUGH LANE	
		Post town	SHEFFIELD
		County / Region	SOUTH YORKSHIRE
		Postcode	S11 9SA
	Country	UNITED KINGDOM	

Day Month Year

Date of birth

2 | 7 | 0 | 9 | 1 | 9 | 5 | 4

Nationality

BRITISH

Business occupation

SOLICITOR

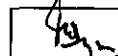
Other directorships

WHIRLOW HALL FARM TRUST LIMITED

FRETLINE LIMITED AND MOTSPA HOLDINGS LIMITED

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

Consent signature



Date

23.04.2004

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title	<input type="text"/>	*Honours etc.	<input type="text"/>
*Voluntary details		Forename(s)	<input type="text"/>		
		Surname	<input type="text"/>		
		Previous forename(s)	<input type="text"/>		
		Previous surname(s)	<input type="text"/>		
† 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.	Address †	<input type="checkbox"/>			
		<input type="text"/>			
		<input type="text"/>			
		Post town	<input type="text"/>		
		County / Region	<input type="text"/>	Postcode	<input type="text"/>
		Country	<input type="text"/>		
		Day	Month	Year	
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality <input type="text"/>
	Business occupation	<input type="text"/>			
	Other directorships	<input type="text"/>			
		<input type="text"/>			
	I consent to act as director of the company named on page 1				
	Consent signature	<input type="text"/>	Date	<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

THE COMPANIES ACT 1985**COMPANY LIMITED BY SHARES****MEMORANDUM OF ASSOCIATION****OF****HLW 229 LIMITED**

1. The name of the Company is HLW 229 Limited.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - 3.1 To carry on business as a general commercial company.
 - 3.2 To acquire by any means any real or personal property or rights whatsoever, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
 - 3.3 To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - 3.4 To make experiments in connection with any business or proposed business of the Company and to experiment upon test or improve any patents, inventions or rights which the Company may acquire or propose to acquire.
 - 3.5 To acquire and undertake the whole or any part of the business property and liabilities of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.
 - 3.6 To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.
 - 3.7 To acquire and hold shares, debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company.
 - 3.8 To lend money or give credit to such persons on such terms as may seem expedient.



- 3.9 To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- 3.10 To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient.
- 3.11 To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by Section 736 of the Companies Act 1985, of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings, and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or as a business activity or transaction by itself.
- 3.12 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.13 To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid.
- 3.14 To establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful object.
- 3.15 To enter into any arrangements with governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of

them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.

- 3.16 To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- 3.17 To enter into any partnership or arrangement for sharing profits, co-operation or union of interest with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit.
- 3.18 To establish or promote, or join in the establishment or promotion of, any other company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company.
- 3.19 To amalgamate with any other company.
- 3.20 To dispose by any means of the whole or any part of the undertaking or property of the Company.
- 3.21 To distribute any of the Company's property among the members in specie.
- 3.22 To cause the Company to be registered or recognised in any part of the world.
- 3.23 To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined by section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law.
- 3.24 To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.
- 3.25 To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that:-

- (A) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other

body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere; and

- (B) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £1000 divided into 1000 Shares of £1 each.

I, the person whose name, address and description is subscribed hereto, 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 set opposite my name.

NAME, ADDRESS AND DESCRIPTION
OF SUBSCRIBER

NUMBER OF SHARES
TAKEN

ROGER KENNETH DYSON
21 HAUGH LANE
SHEFFIELD
S11 9SA

ONE

SOLICITOR



Dated the 23^d day of April 2004

Witness to the above signature:-

Witness: 

Name: Sabiya Hussain

Address: 103 Sharon Street
Sharon
Sheffield
S11 8BZ

Occupation: Travel Solicitor

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HLW 229 LIMITED

PRELIMINARY

1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 8, 24, 73 to 80 (inclusive) and 87, 94 to 97 (inclusive) and 101 of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable thereon or accruing thereto or in respect thereof.

SHARES

4. The Company may from time to time by special resolution, whether or not all the shares for the time being authorised shall have been issued or all the shares for the time being issued have been fully paid up, increase its share capital by the creation of new shares of such amount as the special resolution prescribes.
5. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) ("the Act") to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth

anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

6. The Company in general meeting may give the Directors any authority required under section 80 of the Act in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions; provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.
7. The Directors shall be entitled under the authority conferred by Articles 5 and 6 to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
8. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.
9. Subject to the provisions of these articles and the Act, the directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of section 89(1) and section 90 of the Act shall not apply to the allotment of any shares in the Company.
10. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
11. Regulation 35 shall be modified by deleting the words "otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares" and substituting instead the words "whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise".
12. The powers of consolidation, division, sub-division and cancellation of the share capital of the Company conferred by regulation 32 (b), (c) and (d) of Table A shall be exercised by special resolution.

GENERAL MEETINGS

13. In regulation 41 of Table A the words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added after the words "directors may determine".
14. A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 of Table A shall be modified accordingly and paragraphs (c) and (d) therefor shall not apply.

DIRECTORS

15. A Director including an alternate director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
16. A Director (including an alternate Director) who has duly declared his interest therein 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 counted in the quorum when any such contract or arrangement is under consideration.
17. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to provisions of the Companies Act 1985, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party (including any member).
18. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
19. A member or members holding a majority in nominal amount of the issued shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either to fill a casual vacancy or as an addition to the existing directors and to remove from office any director howsoever appointed. Every such appointment or removal shall be in writing and signed by or on behalf of the member or members making the same and shall take effect on delivery at the registered office of the Company.
20. No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy.
21. The quorum for the transaction of business of the directors shall unless otherwise determined by ordinary resolution of the Company be one. Regulations 64 and 89 in Table A shall be modified accordingly.
22. Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who travels to or resides in any place other than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the Directors may determine.
23. A meeting of the Directors may be validly held notwithstanding that all of the Directors are not present at the same place and at the same time provided that:
 - 23.1 a quorum of the Directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication; and

- 23.2 a quorum of the Directors entitled to attend a meeting of the Directors agree to the holding of the meeting in this manner.

Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, of there is no such group, where the Chairman of the meeting is located.

DIRECTORS' GRATUITIES AND PENSIONS

24. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, notwithstanding that he may be or may have been a Director of the Company and the Company may make payments towards insurance or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

INFORMATION

25. Any member of the Company, if asked by the directors, must give all information in his possession or power (supported, if required by the Directors, by a statutory declaration) relating to or which, in the opinion of the directors, might relate to the status of the Company as a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment of it. If a member fails to comply with any such request, no dividends declared on any shares in the Company held by him shall be paid to such member until he has complied but all such dividends shall, in the meantime, be retained by the Company without any liability to pay interest in respect of them.

INSURANCE

26. If the Directors so determine the Company shall purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the Directors may decide for the Directors or any of them and any other officer or auditor of the Company against liability to the Company for any loss caused by reason of the negligence, default, breach of duty or breach of trust by any Director or other officer or auditor.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

ROGER KENNETH DYSON
21 HAUGH LANE
SHEFFIELD
S11 9SA

SOLICITOR



Dated the 23rd day of April 2004

Witness to the above signature-

Witness: 

Name: Sobijet Hussain

Address: 103 Sharnon Street
Sharnon
Sheffield
S11 8B2

Occupation: Trainee solicitor