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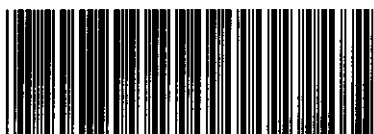
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5189991

The Registrar of Companies for England and Wales hereby certifies that
LODDCO (101) 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 July 2004



N05189991T



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

LODDCO (101) LIMITED


I, ANTHONY MAXWELL AUSDEN

of 10 ELM COURT STRATFORD UPON AVON CV37 6PA

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 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



Declared at

1 John Street Stratford-on-Avon

Day Month Year

On 22 07 2004

① Please print name.

before me^①

SUSAN JENNIFER BRUCE

Signed

SJ Bruce

Date

22/7/04

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.

LODDERS

10 ELM COURT STRATFORD UPON AVON WARWICKSHIRE

CV37 6PA (REF AMA) Tel 01789 293259

DX number 16201 DX exchange Stratford-upon-avon 1



A45 *AH52GX12* 0306
COMPANIES HOUSE 23/07/04

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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Please complete in typescript,
or in bold black capitals.

CHFP021

Notes on completion appear on final page

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

Company Name in full

5189991
LODDCO (101) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

10 ELM COURT, ARDEN STREET

Post town

STRATFORD UPON AVON

County / Region

WARWICKSHIRE

Postcode

CV37 6PA

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

LODDERS

Address

10 ELM COURT, ARDEN STREET

Post town

STRATFORD UPON AVON

County / Region

WARWICKSHIRE

Postcode

CV37 6PA

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.

LODDERS, 10 ELM COURT, ARDEN STREET,

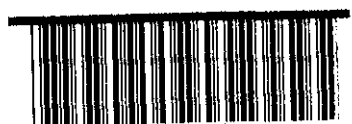
STRATFORD UPON AVON, WARWICKSHIRE CV37 6PA

(Ref AMA)

Tel 01789 293259

DX number 16201

DX exchange Stratford-upon-avon 1



A45
COMPANIES HOUSE

0305
23/07/04

Form April 2002

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		LODDCO (101) LIMITED	
NAME	*Style / Title	*Honours etc	
Forename(s)		PRIVATE LIMITED COMPANY	
Surname		LODDERS SECRETARIES LIMITED (NO. 5181356)	
Previous forename(s)			
Previous surname(s)			
<input type="checkbox"/>	Address **	10 ELM COURT	
		ARDEN STREET	
		STRATFORD UPON AVON	
		County / Region	WARWICKSHIRE
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			

** 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.

Consent signature

R. J. Oll
FOR AND ON BEHALF OF
LODDERS SECRETARIES LIMITED

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)		PRIVATE LIMITED COMPANY	
Surname		LODDERS NOMINEES LIMITED (NO. 4022398)	
Previous forename(s)			
Previous surname(s)			
<input type="checkbox"/>	Address **	10 ELM COURT	
		ARDEN STREET	
		STRATFORD UPON AVON	
		County / Region	WARWICKSHIRE
Country		ENGLAND	

** 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

Date of birth

Day Month Year

Nationality

Business occupation

Other directorships

Consent signature

P. J. Oll
FOR AND ON BEHALF OF
LODDERS NOMINEES LIMITED

Date

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

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

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.

☐

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

Wardens.

Date

22.07.04.

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

Company no. []



COMPANIES ACT 1985

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

LODDCO (101) LIMITED

(incorporated on 2004)



- 1 The name of the company is LODDCO (101) LIMITED.
- 2 The registered office of the company is to be situated in England and Wales.
- 3 The objects for which the company is established are:
 - 3.1 to carry on business as a general commercial company;
 - 3.2 to purchase, take on lease or in exchange, hire and otherwise acquire any real and personal property, and any rights or privileges which the company may think appropriate for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock in trade;
 - 3.3 to construct, improve, maintain, develop, manage or control any buildings, works, factories, roads, railways, sidings, bridges, reservoirs, watercourses, wharves, warehouses, electrical works, shops, stores, and other installations which may seem calculated to advance the company's interests; and to contribute to, subsidise, or otherwise assist or take part in the construction, improvement, maintenance, development, management or control of them;
 - 3.4 to sell, alter, improve, manage, develop, exchange, lease, dispose of by way of distribution to members or otherwise, turn to account or otherwise deal with all or any part of the property and rights of the company;
 - 3.5 to lend and advance money or give credit to any person or company, and to guarantee, grant indemnities in respect of, support or secure, whether by personal 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 both such

methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the company or not, notwithstanding the fact that the company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;

3.6 to borrow or raise money in any manner, and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the company, and in particular by the issue of debentures secured on all or any of the company's property (both present and future), including its uncalled capital; and to purchase, redeem or pay off any such securities;

3.7 to acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which may seem capable of being advantageously combined with or of complementing any activity of the company, or of any person or company possessed of property suitable for any purpose of the company.

3.8 to acquire and hold all or any part of the share or loan capital or other securities of any other company;

3.9 to promote any other company or companies for the purpose of acquiring or taking over all or any 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, and to hold the share or loan capital of any such company;

3.10 to allot and issue fully or partly paid shares or loan capital of the company in payment or part payment for any real or personal property purchased or otherwise acquired by the company or any services rendered to it;

3.11 to amalgamate or enter into partnership or into any consortium or arrangement for sharing of funding or profits, co-operation or joint venture with any person or company carrying on or engaged in or about to carry on or engage in any operation capable of being conducted so as directly or indirectly to benefit the company;

3.12 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the company's objects, or any of them; and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions; and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions;

3.13 to invest any money of the company in such investments and other property whatever and wherever as may from time to time be thought fit, and to hold, sell or otherwise dispose of any such investments;

3.14 to accept or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the

company's property sold by it or any money due to the company from buyers and others;

3.15 to remunerate any person or company for services rendered or to be rendered in connection with the placing of any share or loan capital or other securities of the company, or in or about the organisation, formation, promotion or development of the company or its business;

3.16 to draw, make, accept, indorse, discount, negotiate and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments;

3.17 to carry on any other activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the company in connection with the above, or may seem to the directors calculated directly or indirectly to benefit the company;

3.18 the objectives specified in each sub-clause of this clause shall, unless otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which such objects are stated or the name of the company or the nature of any business carried on by the company, but shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and independent company.

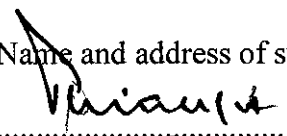
4 The liability of the members is limited to the amount (if any) for the time being unpaid on the shares held by them respectively.

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

WE, the subscriber 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 specified opposite our name.

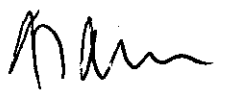
Name and address of subscriber

Number of shares taken


.....
duly authorised
for and on behalf of
Lodders Nominees Limited
10 Elm Court
Arden Street
Stratford upon Avon
Warwickshire CV37 6PA

One

Witness to the above signature:



AM Ausden
10 Elm Court
Arden Street
Stratford upon Avon
Warwickshire CV37 6PA

22. 07. 04.

shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.

6 The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.

7 The provisions of section 89(1) of the Act do not apply to the Company.

8 Lien

The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

9 Transfer of shares

The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

10 Proceedings at general meetings

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

11 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.

12 On a show of hands or on a poll votes may be given either personally or by proxy.

13 Number of directors

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

14 Alternate directors

A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.

15 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

16 Delegation of powers

The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

‘A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.’

17 Appointment and retirement of directors

The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.

18 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

19 A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.

20 There is no age limit for directors of the Company.

21 A director is not required to hold any qualification shares in the Company.

22 Disqualification and removal of directors

Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):

‘(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or

(e) he is otherwise duly removed from office.’

23 Remuneration of directors

Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

24 Proceedings of directors

Regulation 88 of Table A shall be amended by adding to the sentence:

‘It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom’

the words:

‘unless he has given to the Company an address outside the United Kingdom to which notices should be sent.’

25 If and so long as the minimum number of directors specified under these Articles is one:

(a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and

(b) regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect.

26 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

27 Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

28 The seal

The seal shall only be used by the authority of the directors or of a committee of directors authorised by the 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 a director and by the secretary or by any two directors] [by any director].

29 Notices

Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

30 Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Name and address of subscriber

Number of shares taken

P. Richards
.....

duly authorised
for and on behalf of
Lodders Nominees Limited
10 Elm Court
Arden Street
Stratford upon Avon
Warwickshire CV37 6PA

One

Witness to the above signature:

AM Ausden

AM Ausden
10 Elm Court
Arden Street
Stratford upon Avon
Warwickshire CV37 6PA

22.07.04.