

FILE COPY



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

Company No. 5344658

The Registrar of Companies for England and Wales hereby certifies that  
ACTIVATOR BRANDS 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 January 2005



\*N05344658M\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B

CHFP036

**Declaration on application for registration**

Please complete in typescript, or  
in bold black capitals.

5344688

**Company Name in full**

ACTIVATOR BRANDS LIMITED

I, MARGARET ANN DIX

of GRENVILLE COURT, BRITWELL ROAD, BURNHAM, BUCKS SL1 8DF

†Please delete as appropriate

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 10 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**

M. A. Dix

Declared at

GRENVILLE COURT, BRITWELL ROAD, BURNHAM, BUCKS SL1 8DF

Day Month Year

On

25 01 2005

(1) Please print name.

before me (1)

K W HURLEY

**Signed**

K W Hurley

**Date**

25-1-05

~~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.

ANN DIX, EACOTTS

GRENVILLE COURT, BRITWELL ROAD, BURNHAM, BUCKINGHAMSHIRE

SL1 8DF, ENGLAND

Tel 01628-665432 X 592

DX number

DX exchange



\*AM5B729U\*

0216

A07  
COMPANIES HOUSE

26/01/05

Form revised June 1998

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

**Companies House, Crown Way, Cardiff, CF4 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

CHFP036

Please complete in typescript, or  
in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

ACTIVATOR BRANDS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

GRENVILLE COURT

BRITWELL ROAD

Post Town

BURNHAM

County / Region

BUCKINGHAMSHIRE

Postcode

SL1 8DF

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

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.

ANN DIX, EACOTTS

GRENVILLE COURT, BRITWELL ROAD, BURNHAM, BUCKINGHAMSHIRE

SL1 8DF, ENGLAND

Tel 01628-665432 X 592

DX number

DX exchange

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

Companies House, Crown Way, Cardiff, CF4 3UZ  
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh



\*AMS2629T\*

A07  
COMPANIES HOUSE

Q217  
26/01/05

## Company Secretary (see notes 1-5)

Company name		ACTIVATOR BRANDS LIMITED	
NAME	* Style / Title	MRS	* Honours etc
Forename(s)		MARGARET ANN	
Surname		DIX	
Previous forename(s)			
Previous surname(s)			
Address		7 WHISTLEY CLOSE	
Usual residential address		HARMANS WATER	
For a corporation, give the registered or principal office address.		BRACKNELL	
Post town			
County / Region		BERKSHIRE	Postcode RG12 9LQ
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature		<i>M. A. Dix.</i>	Date 25-1-05

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	* Style / Title	MR	* Honours etc
Forename(s)		ERIC JOHANN FREDERICK	
Surname		BRIGHTWELL	
Previous forename(s)			
Previous surname(s)			
Address		THE STUDIO, GRENVILLE COURT	
Usual residential address		BRITWELL ROAD	
For a corporation, give the registered or principal office address.		BURNHAM	
Post town			
County / Region		BUCKINGHAMSHIRE	Postcode SL1 8DF
Country		ENGLAND	
Date of birth	Day	Month	Year
	08	02	1949
Nationality		ENGLISH	
Business occupation		ACCOUNTANT	
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature		<i>E. Brightwell</i>	Date 21-1-05

## Directors (continued) (see notes 1-5)

NAME	* Style / Title		* Honours etc	
	Forename(s)			
* Voluntary details	Surname			
	Previous forename(s)			
	Previous surname(s)			
	Address			
<b>Usual residential address</b>				
For a corporation, give the registered or principal office address.	Post town			
	County / Region		Postcode	
	Country			
Date of birth	Day	Month	Year	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

## 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 and include the company's number.

*The Companies Acts 1985 and 1989*

000673/20

COMPANY LIMITED BY SHARES

091046

**Memorandum of Association**  
**OF**  
**ACTIVATOR BRANDS**

**LIMITED**



1. The Company's name is "ACTIVATOR BRANDS LIMITED."
2. The Company's registered office is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The Company's share capital is £1,000, divided into shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name.

NAME AND ADDRESS OF SUBSCRIBER	Number of shares
M A Dix 7 Whistley Close Harmans Water Bracknell Berkshire RG12 9LQ	Two

*M A Dix*

Dated this 25<sup>th</sup> day of January 2005.

Witness to the above Signatures:-

*M Lennard*

M Lennard  
Grenville Court  
Britwell Road  
Burnham  
Buckinghamshire  
SL1 8DF



*The Companies Acts 1985 and 1989*

---

**COMPANY LIMITED BY SHARES**

---

**Articles of Association**

**OF**

**ACTIVATOR BRANDS**

**LIMITED**

=====

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 8, 64, 73 - 77, 80 and 113 of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

4. At the date of the adoption of these Articles the capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on 31st December 2012 unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think the most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90 (1) to 90(6) inclusive of that Act shall not apply to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share 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 member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

8. 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. The first sentence of Regulation 24 of Table A shall not apply to the Company.

9. (a) In accordance with section 366A of the Companies Act 1985, inserted by section 115 of the Companies Act 1989, the Company shall dispense with the requirement to hold an annual general meeting.

(b) In accordance with section 386 of the Companies Act 1985, inserted by section 115 of the Companies Act 1989, the Company shall not be required to appoint auditors annually.

(c) In accordance with section 252 of the Companies Act 1985 the Company shall dispense with the requirement to lay accounts and reports before the Company in general meeting.

10. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

11. The Company shall not be subject to section 370(4) of the Companies Act 1985 and accordingly Regulation 40 of Table A shall be amended so that where there is only one shareholder, that shareholder, or his proxy, shall be a quorum.

12. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."

13. Regulation 73 of Table A shall not apply to the Company and Regulations 78 and 79 of Table A shall be modified accordingly: Regulation 78 of Table A shall be removed and shall be replaced by "The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director." The second and third sentences of Regulation 79 of Table A shall be removed and only the first sentence shall apply.

14. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Director of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985

15. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

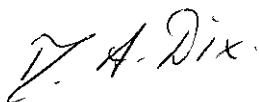
16. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

---

NAME AND ADDRESS OF SUBSCRIBER

---

M A Dix  
7 Whistley Close  
Harmans Water  
Bracknell  
Berkshire  
RG12 9LQ



---

Dated this 25<sup>th</sup> day of January 2005.

Witness to the above Signature:-



M Lennard  
Grenville Court  
Britwell Road  
Burnham  
Buckinghamshire  
SL1 8DF