

FILE COPY



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

Company No. 5563425

The Registrar of Companies for England and Wales hereby certifies that
RICHMOND COMPANY 182 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 14th September 2005



N05563425H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP021

Declaration on application for registration

5563425

Company Name in full

RICHMOND COMPANY 182 LIMITED

I, TEJA PICTON HOWELL

of 1 PROCTER STREET, LONDON WC1V 6PG

† 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

[Signature]

Declared at 1 PROCTER STREET, LONDON WC1V 6PG

Day Month Year

On 08 09 2005

● Please print name.

before me ● Nitin Saujani

Signed

[Signature]

Date 08/09/05

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

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.

PICTON HOWELL LLP

1 PROCTER STREET
LONDON WC1V 6PG

Tel 02074054440

DX number

DX exchange



A37
COMPANIES HOUSE

0067
12/09/05

Form revised 10/03

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
or LP - 4 Edinburgh 2

*Please compete 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

Richmond Company 182 Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 Procter Street

Post town

London

County / Region

London

Postcode

WC1V 6PG

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

Picton Howell LLP

Address

1 Procter Street

Post town

London

County / Region

London

Postcode

WC1V 6PG

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.

Picton Howell LLP

1 Procter Street

London WC1V 6PG

Tel **0207 405 4440**

DX number

DX exchange



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ASF1C8M5

0066

COMPANIES HOUSE

12/09/05

v 08/02

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for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

* Voluntary details

†† 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.

Company name	Richmond Company 182 Limited		
NAME	*Style / Title	*Honours etc	
Forename(s)	Richmond Company Administration Limited		
Surname			
Previous forename(s)			
Previous surname(s)			
Address ††	1 Procter Street		
Post town	London		
County / Region	London	Postcode	WC1V 6PG
Country	England		

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

Consent signature

R. Gwynn

For and on behalf of
Richmond Company Administration Limited

Date

6/9/05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)	Richmond Company Nominees Limited		
Surname			
Previous forename(s)			
Previous surname(s)			
Address ††	1 Procter Street		
Post town	London		
County / Region	London	Postcode	WC1V 6PG
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

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

Consent signature

R. Gwynn

For and on behalf of
Richmond Company Nominees Limited

Date

6/9/05

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)

Surname

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

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

Signed

For and on behalf of
Richmond Company Administration Limited

Date _____

Signed

For and on behalf of **Da**
Richmond Company Nominees Limited

Date _____

Signed

Date _____

Signed

Date

Signed

Date _____

Signed

Date _____

Signed

Date _____

The Companies Act 1985

Private Company Limited by Shares
MEMORANDUM OF ASSOCIATION of
RICHMOND COMPANY 182 LIMITED

95415
95415

0044494 / 400



- 1 The Company's name is RICHMOND COMPANY 182 LIMITED.
- 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 carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business by it.
- 4 The Company shall have power (in each case to be additional and independent objects of the Company) to:
 - A distribute among the members in specie any property of the Company, or any proceeds of the sale or disposal of any property of the Company, but so that no distribution amounting to a reduction in capital be made except with the sanction (if any) for the time being required by law:
 - B give financial assistance to any person, directly or indirectly, for the purpose of acquiring the Company's own shares or the shares in any holding company of the company or subsidiary of such a holding company but so that no financial assistance be given except with the sanction (if any) for the time being required by law.
 - C purchase its own shares, whether out of distributable profits, capital or reserves, but only as far as otherwise permitted by law.
 - D invest and deal with the monies of the company in such shares or upon such securities and in such manner as from time to time may be determined.
 - E either with or without the company receiving any consideration or advantage, direct or indirect, from giving such guarantee, to guarantee the performance of

the obligations of others.

F borrow and raise money in such manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding upon it.

G acquire, own, and dispose of any interest in land.

5 The liability of the members is limited.

6 The Company's share capital is £1,000 divided into 1,000 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

Numbers of Shares taken
by each Subscriber

Richmond Company Nominees Limited
Company Number: 3241140
1 Procter Street
London WC1V 6PG

1 Share

For and on behalf of
Richmond Company Nominees Limited

Richmond Company Administration Limited
Company Number: 3241141
1 Procter Street
London WC1V 6PG

1 Share

For and on behalf of
Richmond Company Administration Limited

Dated this 6 September 2005

Witness to the above Signatures:

Sally Amos

PICTON HOWELL LLP
Solicitors & International Lawyers
1 Procter Street
London, WC1V 6PG
www.pictonhowell.co.uk

No

The Companies Act 1985
Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

RICHMOND COMPANY 182 LIMITED

Incorporated on 2005

PICTON HOWELL LLP

1 Procter Street
London WC1V 6PG
Tel: 44 (0) 20 7405 4440
Fax: 44 (0) 20 7405 4222

email: ph@pictonhowell.com
www.pictonhowell.com

Interpretation

- 1 In these Articles, if not inconsistent with the subject or context:

'Act' means the Companies Act 1985 as amended or re-enacted from time to time

'Table A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

- 2 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
- 3 Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94, and 118 of Table A do not apply to the Company.
- 4 In the event of inconsistency between these Articles and Table A, these Articles shall prevail.

Share capital

- 5 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.
- 6 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.
- 7 The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of 5 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.
- 8 The provisions of section 89(1) of the Act do not apply to the Company.

Lien

- 9 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.

Transfer of shares

- 10 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.

Proceedings at general meetings

- 11 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.
- 12 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.
- 13 On a show of hands or on a poll votes may be given either personally or by proxy.

Number of directors

- 14 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one. For so long as the minimum number of directors shall be one, the provisions of article 25 of these articles shall apply.

Alternate directors

- 15 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.

- 16 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.

Delegation of powers

- 17 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.'

Appointment and retirement of directors

- 18 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.
- 19 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.
- 20 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.
- 21 There is no age limit for directors of the Company.
- 22 A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

- 23 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.

Remuneration of directors

- 24 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.'

Proceedings of directors

- 25 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'.

- 26 If and so long as the minimum number of directors specified under these Articles is one, 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.
- 27 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.

- 28 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.

The seal

- 29 In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

Notices

- 30 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.

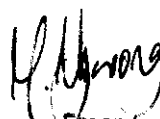
Indemnity

- 31 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.

Names, addresses and descriptions of subscribers

Richmond Company Nominees Limited
Company Number: 3241140
1 Procter Street
London WC1V 6PG

1 Share


For and on behalf of
Richmond Company Nominees Limited

Richmond Company Administration Limited

1 Share

Company Number: 3241141

1 Procter Street

London WC1V 6PG

Dated this

6 September 2005



For and on behalf of
Richmond Company Administration Limited

Witness to the above Signatures:-



Sally Amos

PICTON HOWELL LLP

Solicitors & International Lawyers

1 Procter Street

London. WC1V 6PG

www.pictonhowell.com