

FILE COPY



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

Company No. 6223018

The Registrar of Companies for England and Wales hereby certifies that
LEICESTER 910 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 23rd April 2007



N062230189



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

Leicester 910 Limited

I, Sandip Sohal

of SFS Legal Limited

† 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

Declared at SFS Legal, Suite B, Barkby House, Barkby Road, Leicester LE4 9LG

Day Month Year

On

1 | 3 | 0 | 4 | 2 | 0 | 0 | 7

● Please print name

before me ●

~~Sonal Gadhia~~ SONAL HIMAT GADHIA

Signed

Date 13/04/07

† 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

SFS Legal, Suite B, Barkby House, Barkby Road, Leicester LE4 9LG

Tel 0845 257 6470

DX number 18459

DX exchange Leic Belgrave

TUESDAY



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A22

17/04/2007

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COMPANIES HOUSE

Form revised 10/03

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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



Companies House
for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Leicester 910 Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Suite B

Barkby House, Barkby Road

Post town

Leicester

County / Region

East Midlands

Postcode

LE4 9LG

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

SFS Legal

Address

Suite B

Barkby House, Barkby Road

Post town

Leicester

County / Region

East Midlands

Postcode

LE4 9LG

Number of continuation sheets attached

You do not have to give any contact
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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



v 08/02

Company Secretary (see notes 1-5)

Company name SFS Legal Limited

NAME *Style / Title Mr *Honours etc

* Voluntary details

Forename(s) Steve

Surname Jevons

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 ††

Suite B

Barkby House, Barkby Road

Post town Leicester

County / Region East Midlands

Postcode LE4 9LG

Country UK

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

Consent signature

Date 13/09/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title Mr *Honours etc

Forename(s) Sandip

Surname Sohal

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 ††

Suite B

Barkby House, Barkby Road

Post town Leicester

County / Region East Midlands

Postcode LE4 9LG

Country UK

Date of birth

Day Month Year

04 06 1981 Nationality British

Business occupation

Director

Other directorships

ITSASWITCH LIMITED

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

Consent signature

Date 13/09/07

Please list directors in alphabetical order

★ 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.

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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

Signed

Date

13 Oct 77

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

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11139

The Companies Act, 1985 and 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

of

LEICESTER 910 LIMITED

TUESDAY



A22 *A3PO1OS7* 17/04/2007 700
COMPANIES HOUSE

- 1 The name of the Company is "LEICESTER 910 LIMITED"
- 2 The Registered Office of the Company will be situated in England
- 3 The Company's objects are
 - 3 1 to carry on any trade or business whatsoever as a general commercial company, and
 - 3 2 to do all such things as are incidental or conducive to the carrying on of any trade or business by it
- 4 To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company
- 5 To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company
- 6 To 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
- 7 To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof
- 8 To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company
- 9 To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit

- 10 To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others
- 11 To borrow and raise money, and to secure or discharge any debt, obligation or liability, in any manner on any terms and for any purposes whatsoever, and in particular (without derogation from the generality of the foregoing) secure any debt, obligation or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company or by the creation of and issue on any terms of debentures, debenture stock or other securities of any description,
- 12 To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company
- 13 To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, Directors or other officers past or present and to grant pensions to such persons or their dependents
- 14 To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments
- 15 To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company
- 16 To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company
- 17 To distribute in specie any of the shares, debentures or securities of the company between the members of the Company in accordance with their rights
- 18 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them
- 19 Either with or without the Company receiving any consideration or advantage, direct or indirect from the giving of any such guarantee and so as to be an independent object of the Company to guarantee or otherwise secure the performance of the obligations including but not limited to the payment of capital or principal, together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations of any nature whatsoever of any person, firm or company including but not limited to any company which is for the time being the holding company or subsidiary (as defined by section 736 of the Companies Act 1985) of the Company or the Company's holding company or otherwise associated with the Company in business or any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens or any other security interest upon all or any other property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others,
- 20 Except in so far as is prohibited by section 151 of the Companies Act 1985, to give, directly or indirectly financial assistance of any kind (including but not limited to financial assistance within the meaning of section 152(1) of the Companies Act 1985) for the purpose of the acquisition of shares in the Company or any company which is for the time being the Company's holding company (as defined in section 736 of the Companies Act 1985) or for

the purpose of reducing or discharging any liability incurred by any person for the acquisition of shares in the Company or of shares in any company which may from time to time be the Company's holding company (as so defined)

- 21 All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company
- 22 The liability of the members is limited
- 23 The share capital of the Company is £100 divided into 100 shares of £1 each

I, the person whose name and address is subscribed am desirous of being formed into a Company in pursuance of this Memorandum of Association, and agree to take the number of Shares in the Capital of the Company set opposite my name

Name and Address of Subscriber

Number of shares taken by the Subscriber
(in words)

Sandip Sohal

One

Suite B

Barkby House

Barkby Road

Leicester

LE4 9LG

Occupation Solicitor

Signed



Sandip Sohal

Dated 3 of 4/2007

Witness to the above signatures

Sonal Gadhia

Suite B

Barkby House

Barkby Road

Leicester

LE4 9LG

Occupation Solicitor

Signed



Sonal Gadhia

Dated 03 of 04 2007

The Companies Act, 1985 and 1989

COMPANY LIMITED BY SHARES

Articles of Association

of

LEICESTER 910 LIMITED

PRELIMINARY

- 1 Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company
- 2 Regulations 2, 3, 24, 53, 75, 88, 107, 108, 110 and 134 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

CAPITAL

- 3 The initial share capital of the Company is £100 divided into 100 shares of £1 each
- 4 The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Part II of Table A
- 5 Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed

TRANSFER OF SHARES

- 6 Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share
- 7 The proviso to Regulation 32 of Part I of Table A shall not apply to the Company

VOTES OF MEMBERS

- 8 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder

DIRECTORS

- 9 Regulations 80-87 of Part I of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted
- 10 A Director who has disclosed his interest in accordance with Regulation 84(1) of Part I of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered
- 11 A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine
- 12 Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor for the Company
- 13 The Company shall not be subject to Section 185 of the Act, 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
- 14 The office of a Director shall be vacated -
- 14 1 If by notice in writing to the Company he resigns the office of Director
 - 14 2 If he ceases to be a Director by virtue of Section 182 of the Act
 - 14 3 If he becomes bankrupt or insolvent, or enters into an arrangement with his creditors
 - 14 4 If he becomes of unsound mind
 - 14 5 If he is prohibited from being a Director by any order made under Section 188 of the Act
 - 14 6 If he is removed from office by a resolution duly passed under Section 184 of the Act

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company

MANAGING DIRECTORS AND MANAGERS

- 16 The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the

payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically determined if he cease from any cause to be a Director

- 17 A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine

SECRETARY

- 18 The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary

NOTICES

- 19 Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them

DIRECTORS

- 20 The number of directors (other than alternate directors) shall not be subject to any maximum, and the minimum number of directors shall be one
- 21 Regulation 100 of Part I of Table A shall not apply. If and so long as the minimum number of directors appointed under these Articles is one and there is only one director, that sole director may exercise all the powers conferred on the directors by these articles and may do so either by written resolution under his hand or by resolution passed at a meeting for which the quorum shall be one. Regulations 98 and 99 of Part I of Table A shall not apply so long as there is only one director
- 22 Any director other than an alternate director may appoint any other director or any other person approved by resolution of the directors and willing to act to be an alternate director and may remove from office an alternate director so appointed by him. Every appointment and removal of an alternate director shall be in writing signed by the appointor
- 23 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence and to receive notice of all general meetings
- 24 An alternate director shall cease to be an alternate director if his appointor ceases to be a director. The appointment of an alternate director shall automatically determine on the happening of any event which, if he were a director, would cause him to vacate such office
- 25 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 he represents in addition to his own vote, if he is a director, as a director. An alternate director shall be counted in calculating whether a quorum is present at any meeting of directors but (if he is also a director or if he is acting as alternate director to represent more than one director) he shall count as only one for the purpose of determining whether a quorum is present
- 26 Except as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults, and he shall not be deemed to be the agent of the director appointing him

FINANCIAL ASSISTANCE

27 Regulation 10 of Part I of Table A shall not apply

Name and Address of Subscriber

Number of shares taken by the Subscriber
(in words)

Sandip Sohal

One

Suite B

Barkby House

Barkby Road

Leicester

LE4 9LG

Occupation Solicitor

Signed 

Sandip Sohal

Dated 3 of 4-2007

Witness to the above signature

Sonal Gadhia

Suite B

Barkby House

Barkby Road

Leicester

LE4 9LG

Occupation Solicitor

Signed 

Sonal Gadhia

Dated 03 of 04-2007