

FILE COPY



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

Company No. 6321032

The Registrar of Companies for England and Wales hereby certifies that
A WILBY 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 July 2007



N063210324



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

6321032

Company Name in full

J E M

A WILBY LIMITED

I,

Patricia Curtis, on behalf of Hundred House Secretaries Limite

of

Bank Chambers, 1-3 Woodford Avenue, Gants Hill, Ilford,
Essex, IG2 6UF

† Please delete as appropriate

J E M

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

88 Osidge Lane, Southgate, London N14 5JG

Day Month Year

On

01 04 2007

● Please print name

before me ●

H B MINSKY

Signed

[Signature]

Date

1/4/07

† 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 register.

Kingsley Business Services Limite

Bank Chambers, 1-3 Woodford Avenue, Gants Hill, Ilford,

Essex, IG2 6UF

020 8551 0222

Tel

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, CF14 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
or LP - 4 Edinburgh 2



Form revised 10/03



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

A WILBY LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Bank Chambers

1-3 Woodford Avenue

Post town

Gants Hill, Ilford

County / Region

Essex

Postcode

IG2 6UF

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

Kingsley Business Services Limite

Address

Bank Chambers

1-3 Woodford Avenue

Post town

Gants Hill, Ilford

County / Region

Essex

Postcode

IG2 6UF

Number of continuation sheets attached

You do not have to give any contact
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Kingsley Business Services Limite

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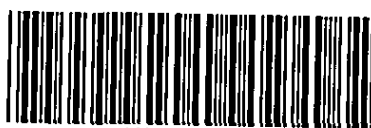
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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



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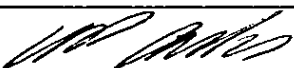
COMPANIES HOUSE

WEDNESDAY

Th


v 10/03

Company Secretary (see notes 1-5)

Company name					
NAME	*Style / Title	*Honours etc			
Forename(s)					
Surname		Hundred House Secretaries Limited			
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.	<input type="checkbox"/>	Address **	Bank Chambers		
			1-3 Woodford Avenue		
		Post town	Gants Hill, Ilford		
		County / Region	Essex	Postcode	IG2 6UF
		Country	England		
I consent to act as secretary of the company named on page 1					
Consent signature			Date 01-04-2007		

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title		*Honours etc			
Forename(s)							
Surname		Kingsley Business Services Limited					
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.	<input type="checkbox"/>	Address **	Bank Chambers				
			1-3 Woodford Avenue				
		Post town	Gants Hill, Ilford				
		County / Region	Essex	Postcode	IG2 6U		
		Country	England				
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 01-04-2007		

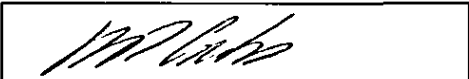







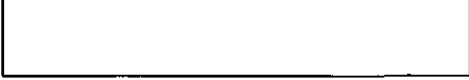



Please list directors in alphabetical order

★ Vc untary 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	01.04.2007
Signed		Date	01.04.2007
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

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1000x2
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The Companies Act 1985

COMPANY LIMITED BY SHARES

Memorandum of Association

of

A Wilby Limited

- 1 The name of the Company is A Wilby Limited
- 2 The registered office of the Company will be situated in England and Wales
- 3 The objects for which the Company are established are -

(a) (i) To carry on in conjunction with each other or as separate and distinct undertakings all or any of the following businesses accountants, advertising and publicity agents, agents, agricultural engineers, amusement arcades operators, antique dealers, architects, bakers, bailiffs, blacksmiths, business promoters and advisers, booking agents for and managers of theatres, cinemas and all other kinds of entertainments and sporting events, book-keepers, boot and shoe retailers, bricklayers, brokers, butchers, builders, business advisers, business consultants, business transfer agents, car dealers, car hire services, taxi proprietors and operators, carpenters, carpet dealers and layers, catering contractors, civil engineers, clothing manufacturers, commodity traders, company formation agents, computer operators, confectioners, conference organisers, constructional engineers, consultants, consulting engineers, contractors, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw material, dealers in foods and provisions of all kinds, dealers in health foods, dealers in plastics of all kinds, dealers in property and estates, decorators double glazing and window consultants, dry cleaners, dyers and cleaners, electrical engineers, electrical retailers, electricians, employment agents, estate agents, excavation and demolition contractors, exporters, farmers, fashion designers, film producers and distributors, financial advisers, financial agents, financial brokers, financiers, fishmongers, florists, footwear manufacturers, furniture manufacturers and dealers, games dealers, garage proprietors, general dealers and repairers, general engineers, greengrocers, grocers, hairdressers, hardware merchants, heating and ventilation engineers and contractors,

-1-

WEDNESDAY



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COMPANIES HOUSE

hire purchase and leasing operators, horticulturists, importers, insurance agents, jewellers, joiners, ladies and gentlemen outfitters, leather and fancy goods dealers, locksmiths, mail order specialists, manufacturers, manufacturers of and dealers in all types of equipment and machinery, manufacturing and retail chemists, market research specialists, mechanical engineers, medical suppliers, merchants, motor engineers, painters, perfumery and cosmetic dealers, photographers and dealers in all kinds of photographic material and equipment, plant hirers, plasterers, plumbers, poultry merchants, printers, programmers and dealers, property developers and investors, property managers, property investment services, property investors, property management, proprietors of cafes, proprietors of clubs, proprietors of hotels, proprietors of launderettes, proprietors of restaurants, proprietors of shops, proprietors of vehicles and vessels of all kinds, public relations, public works and contractors, publishers, radio retailers, refrigeration engineers, scaffolders, scrap iron and waste merchants, secretaries, security advisers, sheet metal workers, shipping and forwarding agents, shop front fitters, shuttering manufacturers and erectors, sign makers, specialists and contractors, sports equipment dealers, stationers, storage contractors, structural engineers, surveyors, tailors, television retailers, textile merchants, tobacconists, toys dealers, transport and haulage contractors, travel agents, tool makers, tour operators, turf and sporting accountants, video dealers, warehousemen, welders, wine and spirit merchants, and to act as nominees, trustees, agents, factors, brokers, executors, administrators, receivers for or otherwise on behalf of Companies, Corporations, firms or persons, and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world

(ii) To carry on any other trade or business which can in the opinion of the board or directors, be advantageously carried on by the Company

(b) To carry on any other business which in the opinion of the Company may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatsoever, moveable 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

(d) To apply for, register or by other means acquire any patent, patent rights, brevets d' invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company

- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situated on the property of the Company
- (f) 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
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint agreement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in the Company or any other consideration in any other Company or business which in the opinion of the Company may be carried on so as to directly or indirectly to benefit the Company
- (i) 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
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligation and contracts by customers and others
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way
- (l) 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
- (m) 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 dependants
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments

(o) To assist in the promotion of 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 or such Company

(p) 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

(q) 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

(r) To do all such other things as may be deemed incidental or conducive to the attainment of the above or any of them

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company


4 The liability of the members is limited

5 The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

Names, Addresses and Description of Subscribers	Number of Shares Taken by Each Subscriber
----------------------------------------------------	----------------------------------------------

Kingsley Business Services Limited Bank Chambers 1-3 Woodford Avenue Gants Hill, Ilford Essex, IG2 6UF	One
--------------------------------------------------------------------------------------------------------------------	-----

Authorised Signatory 

Hundred House Secretaries Limited Bank Chambers 1-3 Woodford Avenue Gants Hill, Ilford Essex, IG2 6UF	One
-------------------------------------------------------------------------------------------------------------------	-----

Authorised Signatory 

Number of Shares	Two
------------------	-----

Dated this 1st April 2007

Witness to the above signature

Harry Curtis
Bank Chambers
1-3 Woodford Avenue
Gants Hill, Ilford
Essex, IG2 6UF

Chartered Accountant



The Companies Act 1985

COMPANY LIMITED BY SHARES

Articles of Association

of

A Wilby Limited

PRELIMINARY

- 1 Subject as hereinafter provided the regulations contained in Table A in the Companies (Table A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company
- 2 Regulations 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations 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 £1000 00 divided into 1000 ordinary shares of £1 00 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 Regulations 2 in Table A
- 5 Subject to the provisions 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 therefore, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 shall not apply to the Company

7 The first Director or Directors of the Company shall be the person named in the statement delivered under Section 10 of the Act

8 Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one If at any time and from time to time there shall be only one Director (other than the alternate directors) of the Company such Director may act alone in exercising all the powers, discretion and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly

9 No persons shall be appointed a Director at any general meeting unless -

(a) he is recommended by the Directors or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's Register of Directors together with notice executed by that person of this willingness to be appointed

10 Subject as aforesaid, 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

11 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for re-appointment at such annual general meeting If not so re-appointed he shall vacate office at the conclusion thereof

12 A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision 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 a Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered

13 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 of such period and on such terms (as to remuneration and otherwise) as the Directors may determine

14 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

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

BORROWING POWERS

16 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to section 80 of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party


SECRETARY

17 The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act

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 is capable of acting, the Directors may appoint an assistant or deputy Secretary

NAMES AND ADDRESSES OF SUBSCRIBERS

Kingsley Business Services Limited
Bank Chambers
1-3 Woodford Avenue
Gants Hill, Ilford
Essex, IG2 6UF

Authorised Signatory 

Hundred House Secretaries Limited
Bank Chambers
1-3 Woodford Avenue
Gants Hill, Ilford,
Essex, IG2 6UF

Authorised Signatory 

Dated this 1st day of April 2007

Witness to the above

Harry Curtis
Bank Chambers
1-3 Woodford Avenue
Gants Hill, Ilford
Essex, IG2 6UF



Chartered Accountant