

FILE COPY



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

Company No. 6385397

The Registrar of Companies for England and Wales hereby certifies that

HAMMERSMITH TAVERNS (SMITHFIELD) 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 28th September 2007



N06385397S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

12/99



10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Hammersmith Taverns (Smithfield) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Thorne Lancaster

8th Floor Aldwych House, 81 Aldwych

Post town London

County / Region

Postcode WC2B 4HN

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 Seddons

Address 5 Portman Square

Post town London

County / Region

Postcode W1H 6NT

Number of continuation sheets attached

1

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

Seddons Solicitors
5 Portman Square
London
W1H 6NT

CXF/FIS018-5

Tel +44 (0)20 7725 8000

DX number 9061

DX exchange West End

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
or companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
or companies registered in Scotland DX 235 Edinburgh

FRIDAY



A13

A64YCTCZ

28/09/2007

680

COMPANIES HOUSE

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Nicola Jane

Surname

McKoy

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

42 Benhurst Court

Leigham Court Road

Post town

London

County / Region

Postcode

SW16 2QN

Country

England

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

Consent signature

Date

25/09/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Karl

Surname

Harrison

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.

Ower Quay

Wareham

Post town

Dorset

County / Region

Postcode

BH20 5JN

Country

England

Date of birth

Day Month Year

2 1 0 8

1 9 6 3

Nationality

British

Business occupation

Director

Other directorships

See attached list

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

Consent signature

Date

25/09/07

Company Secretary (see notes 1-5)**Form 10 Continuation Sheet**

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

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

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Gregory Peter

Surname

Kerr

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

England

Day Month Year

Date of birth

0 7 0 2

1 9 6 1

Nationality

British

Business occupation

Operations Manager

Other directorships

Hammersmith Taverns Limited

Hammersmith Taverns Hersham Limited

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

Consent signature

Date

25/09/07

Directors

(see notes 1-5)

Please list directors in alphabetical order

* Voluntary details

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Scott Anthony

Surname

Illman

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

☐

Flat 64

143 Cleveland Street FULHAM PALACE RD

Post town

London

County / Region

Postcode

W14 6PP W6 9PH

Country

England

Day Month Year

Date of birth

1 1 0 7 1 9 7 4

Nationality

British

Business occupation

Director

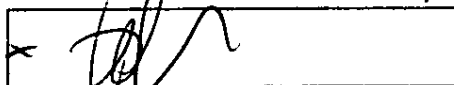
Other directorships

Hammersmith Taverns Limited

Hammersmith Taverns Hersham Limited

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

Consent signature



Date

25/09/07

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Seddons

Date

26/09/07

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Hammersmith Taverns (Smithfield) Limited

List of Directorships held by Karl Harrison, to accompany Form 10.

China White Limited

The Westminster Licensees Association

Online Travel Group Limited

GrainTime Limited

Safino Limited

Robber Baron Productions Limited

Onifas Limited

World Travellers UK Limited

Fisco (London) Limited

Archibo Limited

World Ski and Travel Limited

Burwood Road Limited

The Four 'S' Corporation (Soho) Limited

Hammersmith Taverns Limited

Online Travel Insurance Services Limited

Hammersmith Holdings Limited

China White Marketing Limited

Broomco (4061) Limited

Speakeasy Restaurants Limited

1000
18/10/07

704152/50

6385397 - 1.578

FRIDAY



A13 "A64Y9TCW" 28/09/2007 683
COMPANIES HOUSE

The Companies Act 1985

(As amended by the Companies Act 1989)

Private Company Limited By Shares

MEMORANDUM OF ASSOCIATION

of

HAMMERSMITH TAVERNS (SMITHFIELD) LIMITED

28 SEP 2007

- 1 The Company's name is Hammersmith Taverns (Smithfield) Limited.
- 2 The registered office of the company is to be situated in England and Wales.
- 3 The Company's objects are:
 - (A) (i) To carry on business as a general commercial company
 - (ii) 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.
 - (iii) To undertake all or any of the following objects.
- (B) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege in it, for such consideration and on such terms as may be considered expedient.
- (C) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other company.
- (D) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the company, either together or in portions for such consideration and on such terms as may be considered expedient.
- (E) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company
- (F) To invest and deal with the monies of the company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities
- (G) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.
- (H) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.
- (I) To borrow or raise money on such terms and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the company both present and future, including its uncalled capital.

- (J) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the company both present and future, including its uncalled capital, or by all or any of such methods, and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) of any company which is for the time being the company's holding company or subsidiary or another subsidiary of any such holding company
- (K) To pay for any property, assets or rights acquired by the company, and to discharge or satisfy any debt, obligation or liability of the company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (L) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the company, or in discharge or satisfaction of any debt, obligation or liability to the company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (M) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the company or for any other purpose which may be considered expedient.
- (N) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.
- (O) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest in them
- (P) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.
- (Q) To establish and maintain or procure the establishment and maintenance of, any pension superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary or holding company of the company or which is a subsidiary of any such holding company or is allied to or associated with the company, or any such subsidiary or of any of the predecessors of the company or any such other company as aforesaid, or who may be or have been Directors or officers of the company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of, the company or of any other company as

aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

- (R) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the company by, or by trustees for, or otherwise for the benefit of, employees of the company or of its subsidiary or associated companies.
- (S) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the company or any company which is for the time being the company's holding company or subsidiary or another subsidiary of any such holding company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (T) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking of which may be considered expedient, and either gratuitously or otherwise.
- (U) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient
- (V) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law
- (W) To remunerate any person or company rendering service to the company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company and of any other company formed, promoted, financed or assisted by the company, or which the company shall consider to be in the nature of preliminary expenses in relation to the company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters
- (X) To carry on any business which, in the opinion of the directors of the company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the company.
- (Y) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

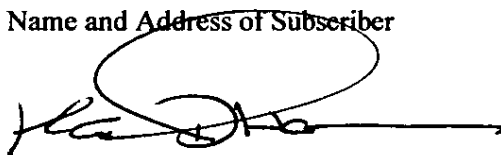
It is declared that:

- (1) the expressions 'subsidiary' and 'holding company' where they appear in this clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985,
 - (2) where the context so admits, the word 'company' in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985, and
 - (3) that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in them) by reference to or inference from the terms of any other sub-clause or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company
4. The liability of members is limited
- 5 The share capital of the company is £1,000 divided into 1,000 shares 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.

Name and Address of Subscriber

Number of Shares taken by
Subscriber



KARL HARRISON
Ower Quay, Wareham, Dorset BH20 5JN

500
Ordinary

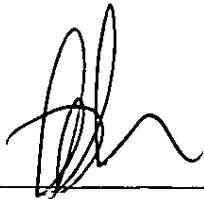
WITNESS


Signature

Emma Jay Tucker
Name

Stoborough Farmhouse,
79 Corfe Rd, Stoborough, Dorset BH20 5JN
Address

Learning Support Assistant.
Occupation



SCOTT ANTHONY ILLMAN

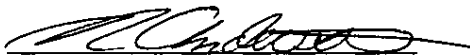
500
Ordinary

~~Flat 4, 143 Cleveland Street, London W1T 6QQ~~

64 FULHAM PALACE RD LONDON

WITNESS

W8 9P7H



Signature

NATALIE ANDERSON

Name

18 B Yeldham Rd

W16 Hammersmith

Address

BAR SUPERVISOR

Occupation

Total Shares taken 1,000

DATED 25th September 2007

The Companies Act 1985

(As amended by the Companies Act 1989)

Private Company Limited By Shares

ARTICLES OF ASSOCIATION

of

HAMMERSMITH TAVERNS (SMITHFIELD) LIMITED

1. Preliminary and interpretation

1 1 The regulations contained in Table A ('Table A') in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles shall apply to the company save insofar as they are excluded or varied by these Articles

1 2 In these regulations and in the regulations of Table A that apply to the company

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force.

'the Articles' means the Articles of Association for the time being of the company.

'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

'communication' means the same as in the Electronic Communications Act 2000.

'electronic communication' means the same as in the Electronic Communications Act 2000

'executed' includes any mode of execution.

'the holder' in relation to shares means the member whose name is entered in the register of members as the holder of the shares

'office' means the registered office for the time being of the company

'the seal' means the common seal of the company

'secretary' means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary

'the United Kingdom' means Great Britain and Northern Ireland.

1 3 Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the company bear the same meaning as in the Act but excluding any statutory modification of it not in force when these regulations become binding on the company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations.

1 4 The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the Articles. Regulation 1 of Table A shall not apply to the company.

2. Private company

The company is a private company within the meaning of section 1 of the Act and accordingly no shares in or debentures of the company shall be offered to the public (whether for cash or otherwise) and the company shall not 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

3. Allotment of Shares

3.1 Subject to the provisions hereinafter expressed, the directors are authorised for the purposes of section 80 of the Act to exercise the power of the company to allot shares to the amount of the authorised but unissued share capital of the company at the date hereof and the directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

3 1.1 save as provided by sub-article 3.1.2 below, the authority hereby given to the directors to exercise the power of the company to allot shares shall expire five years after the date of incorporation of the company;

3 1 2 the members in general meeting may by ordinary resolution -

(a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the company elects by elective resolution to modify the duration of authority pursuant to Section 80A of the Companies Act 1985), but such resolution shall comply with the Act,

(b) revoke or vary any such authority (or renewed authority),

3.1.3 notwithstanding the aforementioned provisions of sub-articles 3.1.1 and 3.1.2 the company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the directors may allot shares notwithstanding that such authority or renewed authority has expired.

Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

Pre-emption rights on issue

- 3 2 In accordance with section 91 of the Act, the directors shall not be required to have regard to sections 89(1) and 90(1) to (6) (inclusive) of the Act which sections shall be excluded from applying to the company

The unissued shares in the capital of the company shall only be allotted in accordance with the provisions of this article:-

- 3 2.1 all shares to be allotted ('the offer shares') shall first be offered to the members of the company ('the members') in proportion to their existing holdings of shares ('the initial offer');
- 3 2.2 the initial offer shall be made by written notice ('the offer notice') from the directors specifying the number and price of the offer shares and shall invite each member to state in writing within a period not being less than twenty-eight days whether they are willing to accept any offer shares and if so the maximum number of offer shares they are willing to take,
- 3 2.3 at the expiration of the time specified for acceptance in the offer notice the directors shall allocate the offer shares to or amongst the members who shall have notified to the directors their willingness to take any of the offer shares but so that no member shall be obliged to take more than the maximum number of shares notified by him under sub-article 3.2.2;
- 3 2.4 if any offer shares remain unallocated after the initial offer the directors shall make a further offer ('the further offer') in writing ('the further offer notice') on the same terms as the initial offer to members who shall have expressed their willingness to purchase the offer shares and if there is more than one member to whom this sub-article applies then the further offer shall be pro rata to their existing holdings of shares;
- 3.2.5 at the expiration of the time specified for acceptance in the further offer notice the directors shall allocate the offer shares to or amongst the members who shall have notified to the directors their willingness to take any of the offer shares but so that no member shall be obliged to take more than the maximum number of shares notified by him under sub-article 3.2 4; and
- 3.2.6 if any offer shares remain unallocated after the further offer, subject to the provisions of this article and section 80 of the Act the directors shall be entitled to dispose of these shares to such persons on such terms and in such manner as they think fit save that these shares shall not be disposed of on terms which are more favourable to their subscribers than the terms on which they were offered to the members

4. Share capital

- 4 1 Regulation 3 of Table A shall not apply to the company. Subject to the provisions of the Act and without prejudice to the Articles -

- 4.1.1 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the company or the holder of such shares on such terms and in such manner as may be provided by the Articles or as the company may by resolution determine;
- 4.1.2 the company may purchase any of its shares (including any redeemable shares); and
- 4.1.3 the company may make a payment in respect of the redemption or purchase of any of its shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

- 4.2 Subject to the provisions of the Act, the company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the company or its holding company.

5. Lien

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 person for all moneys presently payable by him or his estate to the company, whether he shall be the sole registered holder of it or shall be one of several joint holders; 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 on it. Regulation 8 of Table A shall not apply to the company.

6. Transfer of Shares

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 25 of Table A shall not apply to the company.

7. Variation of rights

If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

8. Notice of general meetings

- 8.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed.-

8.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote at it; and

8.1.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right

- 8.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

- 8.3 Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

- 8 4 Regulation 38 of Table A shall not apply to the company
- 9. Appointment and retirement of directors**
- 9 1 Unless and until otherwise determined by the company in general meeting there shall be no maximum number of directors and the minimum number of directors shall be one. A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum. Whenever there shall be only one director of the company such director may act alone in exercising all the powers, discretions and authorities vested in the directors, and Regulation 89 of Table A shall be modified accordingly.
- 9.2 Regulation 64 of Table A shall not apply to the company
- 9 3 The directors of the company shall not retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the company.
- 9 4 No person shall be appointed a director at any general meeting unless either:-
- 9 4.1 he is recommended by the directors; or
- 9.4.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed
- 9.5 Subject to sub-article 9 4 above, the company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 9 6 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 determined by the company in general meeting as the maximum number of directors for the time being in force.
- 9.7 Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.
- 10. Alternate directors**
- 10.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Save as otherwise provided in these Articles, unless he is already an officer of the company in his own right, an alternate director shall not, as such, have any rights other than those mentioned in sub-article 10 2
- 10.2 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, and to attend, speak and vote at any such meeting at which the director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom. A director present at such meeting and appointed alternate director for any other directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting. An alternate director shall not be entitled to receive any remuneration from the company for his services as an alternate director.
- 10 3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but if a director retires and is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate

director made by him which was in force immediately prior to his retirement shall continue after his reappointment

- 10.4 Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors
- 10.5 Without prejudice to sub-article 10.2 and save as otherwise provided in the 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
- 10.6 Regulations 65 to 69 (inclusive) of Table A shall not apply and Regulation 88 of Table A shall be modified accordingly.

11. Powers of directors

- 11.1 The directors may sanction the exercise by the company of all the powers of the company to make provision for the benefit of persons (including directors) employed or formerly employed by the company or any subsidiary of the company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or any such subsidiary as are conferred by section 719 of the Act and section 187 of the Insolvency Act 1986, and subject to such sanction, the directors may exercise all such powers of the company
- 11.2 When one director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the company as are conferred on the directors by the Articles.

12. Proceedings of directors

- 12.1 Notice of a meeting of directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him (by electronic communication or otherwise) at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address given to the company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.
- 12.2 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any other form of electronic communication which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the chairman of the meeting then is.
- 12.3 A director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction, or arrangement (whether or not constituting a contract and whether actual or proposed) with the company or in which the company is interested, shall declare the nature of his interest at a meeting of the directors in accordance with section 317 of the Act. Subject to such disclosure a director shall be entitled to vote

in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present

12.4 Regulations 94 to 97 (inclusive) of Table A shall not apply to the company

13. Disqualification and removal of directors

13.1 The office of director shall be vacated if -

13.1.1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

13.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

13.1.3 he is a person who is, or may be, suffering from a mental disorder and either -

(a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

13.1.4 he resigns his office by notice to the company; or

13.1.5 he is removed from office under section 303 of the Act, or by extraordinary resolution of the company, or

13.1.6 he is served with written notice under the hand of a director or the secretary of any company which is for the time being the company's holding company that the board of directors of such company has resolved that his appointment be terminated;

and Regulation 81 of Table A shall not apply to the company.

13.2 No person shall be disqualified from being or becoming a director of the company by reason of his attaining or having attained the age of 70 years or any other age.

14. Directors' gratuities and pensions

The directors shall have power to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any director or former director of the company or any subsidiary or holding company of the company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such director ceases to hold office or employment) A director may vote at a meeting of directors in respect of any matter referred to in this article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting Regulation 87 of Table A shall not apply to the company

15. Dividends

15.1 The directors may retain the dividends payable upon shares in respect of which any person is entitled to become a member under the provisions as to the transmission of shares contained in these Articles, or which any person under those provisions is

entitled to transfer, until that person shall become a member in respect of these shares or shall duly transfer them, in this case subject to Article 5 Regulation 31 of Table A shall be modified accordingly

- 15.2 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect of it. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the company Regulation 108 of Table A shall not apply.

16. Borrowing powers

The directors may exercise all the powers of the company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part of it, and, subject to the provisions 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 (including any member)

17. Written resolutions

A resolution in writing signed by all the directors (including a sole director) entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 of Table A shall not apply to the company.

18. Notices

- 18.1 Any notice given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

- 18.2 Any notice or other document may be served on or delivered to any member by the company either:-

18.2.1 personally, or

18.2.2 by sending it by post addressed to the member at his registered address, or

18.2.3 by any form of electronic communication; or

18.2.4 by leaving it at his registered address addressed to the member; or

18.2.5 by any other means instructed in writing by the member concerned and agreed by the company.

- 18.3 In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders Regulation 112 of Table A shall be modified accordingly.

- 18.4 Any notice or other document, which is sent by post, shall be deemed to have been served or delivered twenty-four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by electronic communication shall be deemed to have been served or delivered when it was so left or sent. Proof that a notice contained in an electronic communication was sent in accordance with

guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. Regulation 115 of Table A shall be modified accordingly.

19. Execution of documents

The seal, if any, 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 the secretary or by a second director. Any document signed by a director and the secretary of the company or by two directors of the company and expressed (in whatever form of words) to be executed by the company has the same effect as if executed under the seal of the company. A document shall only be so signed with the authority of a resolution of the directors or a committee of the directors. Regulation 101 of Table A shall not apply to the company.


20. Indemnity

Without prejudice to the provisions of Regulation 118 of Table A the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees or auditors of the company, or of any other company which is its holding company or parent undertaking or in which the company or such holding company or parent undertaking or any of the predecessors of the company or of such holding company or parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the company, or any subsidiary undertaking of the company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the company or any such other company, subsidiary undertaking or pension fund. For the purposes of this regulation 'holding company', 'parent undertaking' and 'subsidiary undertaking' shall have the same meaning as in the Act

Name and Address of Subscribers

KARL HARRISON

WITNESS:

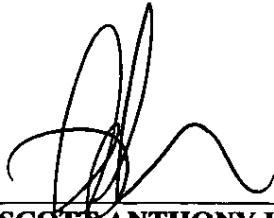

Signature

Emma Jay Tucker
Name

Stoborough Farmhouse,
Address


79 Cole Rd, Stoborough Dorset.
Occupation

Learning Support Asst.



SCOTT ANTHONY ILLMAN

WITNESS



Signature

NATALIE ANDERSON

Name

18 B Yeldham Rd W6

Address

RAR SUPERVISOR

Occupation

Dated: 25th September 2007