

CHFP014

This form should be completed in black.

**Return delivered for registration of a branch of  
an overseas company**

(Pursuant to Schedule 21 A, paragraph 1 of the Companies Act 1985)



(See note 5) Corporate name  
(name in parent state)

Business name  
(if different to corporate name)

Country of Incorporation  
Identity of register  
(if applicable)

Legal form  
(See note 3)

For office  
use only

CN

fc 22558

BN

RR 5566

**UNIMET (LLC) LIMITED**

**UNITED STATES OF AMERICA**

**OFFICE OF THE SECRETARY OF STATE OF WYOMING**

and registration no. **NONE**

**PRIVATE LIMITED LIABILITY COMPANY**

1 See note 2

**PART A - COMPANY DETAILS**

1

\* State whether the company is  
a credit or financial institution

\* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law  
(See note 4)

**WYOMING LIMITED LIABILITY COMPANY ACT (USA)**

Accounting  
requirements

Period for which the company is required to prepare accounts by  
parent law. from **NONE** to **NONE**

Period allowed for the preparation and public disclosure of accounts  
for the above period **NONE** months



(2) This box need NOT be completed by companies from EC member states  
OR where the constitutional documents of the company already show  
this information.

Address of principal place of  
business in home country

Objects of company

Issued share capital

AMERICAN NATIONAL BANK BUILDING

1912 CAPITOL AVENUE, CHEYENNE, WY 82001

GENERAL TRADING

ONE HUNDRED (100)

Currency POUNDS (£)

Company Secretary(ies)

(See note 10)

Name

\* Style / Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname LLC MANAGERS LIMITED

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Address

ROMAN HOUSE

296 GOLDERS GREEN ROAD

Post town LONDON

County / Region \_\_\_\_\_

Postcode NW11 9PT

Country ENGLAND

\* Voluntary details

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal  
office address.

Company Secretary(ies)

(See note 10)

Name

\* Style / Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Address

Post town \_\_\_\_\_

County / Region \_\_\_\_\_

Postcode \_\_\_\_\_

Country \_\_\_\_\_

\* Voluntary details

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal  
office address.

(You may photocopy this page  
if required)

**Directors**

(See note 10)

**Name**

\* Voluntary details

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**SCOPE OF AUTHORITY**

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname **LLC MANAGERS LIMITED**

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

**ROMAN HOUSE****296 GOLDERS GREEN ROAD**Post town **LONDON**

County / Region \_\_\_\_\_

Postcode **NW11 9PT** Country **ENGLAND**

Day Month Year

Date of Birth

--	--	--

Nationality \_\_\_\_\_

Business Occupation \_\_\_\_\_

Other Directorships \_\_\_\_\_

The extent of the authority to represent the company is :- (give details)

**UNLIMITED ACCORDING TO LAW**

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-  
(Give name(s) of co-authorised person(s))

## Directors

(See note 10)

### Name

\* Voluntary details

### Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Post town \_\_\_\_\_

County / Region \_\_\_\_\_

Postcode \_\_\_\_\_ Country \_\_\_\_\_

	Day	Month	Year
Date of Birth	<div></div>	<div></div>	<div></div>

Nationality \_\_\_\_\_

Business Occupation \_\_\_\_\_

Other Directorships \_\_\_\_\_

The extent of the authority to represent the company is :- (give details)

These powers :-

# ☐ May be exercised alone  
OR

# ☐ Must be exercised with :-  
(Give name(s) of co-authorised person(s))

## Constitution of company

(See notes 6 to 9)

# Mark box(es)  
as applicable

(See note 9)

#

☒

A certified copy of the instrument constituting or defining the constitution of the company

AND

☐

\* A certified translation

\* is / ~~are~~ delivered for registration

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

#

☐

A copy of the latest accounts of the company

AND

☐

\* A certified translation

\* is / are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

#

☐

The Constitutional documents (\* and certified translations)

AND / OR

☐

The latest accounts (\* and certified translations)

of the company were previously delivered on the registration of the branch of the company at:-

Cardiff

☐

Edinburgh

☐

Belfast

☐

Registration no.

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

☐

the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

☐

The Constitutional documents (\* and certified translation)

AND / OR

☐

Particulars of the current directors and secretary(ies)

were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

NOTE: - In all cases, the registration number of the branch or place of business relied upon must be given.

## PART B - BRANCH DETAILS

### Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

#### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

\* Style / Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname **LLC MANAGERS LIMITED**

Address **ROMAN HOUSE**

**296 GOLDERS GREEN ROAD**

Post town **LONDON**

County/ Region \_\_\_\_\_ Postcode **NW11 9PT**

Is # ☒ Authorised to accept service of process on the company's behalf  
\*AND/OR x

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

**UNLIMITED ACCORDING TO LAW**

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

## Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

Post town \_\_\_\_\_

County/ Region \_\_\_\_\_

Postcode \_\_\_\_\_

Is # ☐ Authorised to accept service of process on the company's behalf

\*AND/OR

Is # ☐ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

These powers :-

# ☐ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Address of branch**

(See note 11)

Address ROMAN HOUSE296 GOLDERS GREEN ROADPost town LONDONCounty / Region \_\_\_\_\_ Postcode NW11 9PT**Branch Details**

(See note 12)


Day Month Year

Date branch opened

0	4	0	7	2	0	0	0
---	---	---	---	---	---	---	---

Business carried on at branch GENERAL TRADING**SIGNATURE**

Signed

 LLC MANAGERS LIMITED

(\* Director / Secretary / Permanent representative)

Date

4/7/2000

This form contains ..... continuation sheets.

To whom should Companies  
House direct any enquiries about  
the information on this form?

Name LLC MANAGERS LIMITEDAddress ROMAN HOUSE296 GOLDERS GREEN ROADLONDONPostcode NW11 9PTTelephone 020 8455 5533

Extension \_\_\_\_\_

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

**Companies House**  
Crown Way  
Cardiff  
CF14 3UZ

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



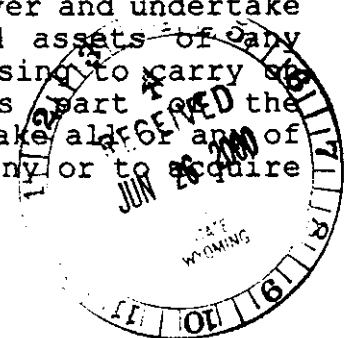
THE WYOMING LIMITED LIABILITY COMPANY ACT

FILED: 06/26/2000  
CID: 2000-00405915  
WY Secretary of State

-----  
A LIMITED LIABILITY COMPANY  
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**ARTICLES OF ORGANIZATION  
AND MEMORANDUM OF ASSOCIATION OF  
UNIMET (LLC) LIMITED  
(A FLEXIBLE LLC)**

1. The name of the Company is UNIMET (LLC) LIMITED.
2. The first branch of the Company in Great Britain may be situated in England and Wales or Scotland.
3. The objects for which the Company is established are such that the Company shall have unlimited power:
  - a. to engage in and do any lawful act concerning any and all lawful businesses for which limited liability companies may be organized according to the laws of the State of Wyoming, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.
  - b. to purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority anywhere in the world.
  - c. to purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licenses, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind which may be necessary for, or may enhance the value of any other property of the Company.
  - d. to maintain, alter, enlarge or replace any buildings of any kind whatsoever and to clear sites for the same and to work, manage and control the same or join with others in so doing.
  - e. to purchase or otherwise acquire, take over and undertake the whole or any part of the business and assets of any person, firm or company carrying on or proposing to carry on any business or trade whatsoever and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company or to acquire



an interest in, amalgamate with or enter into partnership with or enter into any arrangement for sharing profits or for cooperation or for limiting competition or for mutual assistance with any such person, firm or company or for subsidizing or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts aforesaid or property acquired, any shares, debenture, debenture stock or securities so received.

f. to apply for, register, purchase or by other means acquire and protect, prolong and renew, anywhere in the world, any patents, patent rights, licenses, trade marks, designs, protections and concessions and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to expend money in experimenting upon and testing and in proving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

g. to manage, cultivate, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property or rights of the Company.

h. to lend or advance money or give credit on such terms as may seem expedient and with or without security to customers and others to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any person, firm or company including any holding company, subsidiary or fellow subsidiary in any manner.

i. to borrow or raise money in any such manner as the Company shall think fit and, in particular, by the issue of debentures or debenture stock 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 Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

j. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

k. to invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

l. to enter into arrangements with any governments or authorities or any person, firm or company that may seem conducive to the attainment of the Company's objects or any of them and to obtain from such government, authority, person, firm or company any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

m. to act as agents or brokers and as trustees for any person, firm or company and to undertake and perform subcontracts and also to act in any business or trade of the Company through or by means of agents, brokers, subcontractors or others.

n. to subscribe for, purchase or otherwise acquire and hold shares or other interests in securities of another company having objects wholly or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

o. to remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be though expedient.

p. to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its directors or employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company or any company which is a subsidiary, fellow subsidiary or holding company of the Company or the predecessors in business of the Company or of any such subsidiary, fellow subsidiary or holding company and to the spouses, widows, widowers, children and other relatives or dependents of such persons; to make payments towards insurance; to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their spouses, widows, widowers, children and other relatives or dependents; to set up, establish,

support and maintain profit sharing or share purchase schemes for the benefit of any of the directors or employees of the Company or of any subsidiary, fellow subsidiary or holding company of the Company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

q. to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business or trade whatsoever or transaction capable of being conducted so as to directly or indirectly benefit the Company.

r. to promote any other company for acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or enhance the value of any property or business of this Company and to place or guarantee the placing, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

s. to sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and, in particular, for share, debentures or securities of any company purchasing the same.

t. to distribute among the members of the Company in kind any property of the Company and, in particular, any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

u. to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stocks or other securities of this Company.

v. to procure the Company to be registered or recognized in any part of the world.

w. to do all such things as may be deemed incidental or conducive to the attainments of the above objects or any of them.

x. to operate (a) Bank Account(s) whether in debit or credit anywhere in the world, to borrow from the Bank(s) and to

mortgage its assets and give security for such borrowings in the discretion of the Manager(s) or Officer(s) without restriction or limitation.

4. The Company is to be managed by a Manager. The name and address of the Manager who is to serve as manager until the first annual meeting of members or until its successor or successors is or are elected and qualify is LLC Managers Limited, Roman House, 296 Golders Green Road, NW11 9PT, England.

5. Pursuant to Section 3(x) the Managers or Officers of the Company are hereby empowered and authorized to establish (a) Bank Account(s) on such terms and conditions which such Managers or Officers in their sole discretion shall deem necessary and desirable.

6. Any person named as a director or secretary of the Company in a current filing with the Registrar of Companies in England and Wales, and/or Scotland is an Officer of the Company and is empowered and authorized to manage the Company generally pursuant to the Company's purposes set out in Sections 3 and 5 hereof. Nothing in this Section 6 is to be taken as circumscribing, restricting or limiting in any way the authority of the Manager(s) to act on behalf of the Company.

7. Additional members may be admitted at such times and on such terms and conditions as all members may unanimously agree.

8. The remaining members of the Company may continue the business upon the termination of continued membership of a member in the Company upon their unanimous agreement.

9. The Company shall have perpetual duration from the date of filing of these Articles of Organization with the Secretary of State of the State of Wyoming.

10. The Company shall be a flexible limited liability company and the provisions of W. S. §17-15-107(a)(x) shall apply to the Company.

11. a. The Company shall indemnify an individual made a party to a proceeding because he is or was a manager, officer, organizer, employee, or agent of the Company against liability incurred in the proceeding if:

i. He conducted himself in good faith; and

ii. He reasonably believed that his conduct was in or at least not opposed to the Company's best interest; and

iii. In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

b. Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his conduct to be in the interests of the participants in and beneficiaries of such plan.

c. The Company shall pay for or reimburse the reasonable expenses incurred by a manager, member, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

i. The individual furnishes the Company a written affirmation of his good faith belief that he has met the standard of conduct described herein;

ii. The individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and

iii. A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

d. The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any manager, member, officer, organizer, employee or agent may be entitled under any by-law, agreement, vote of Members or disinterested managers or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

e. In addition to the foregoing, the Company shall indemnify and save the organizer harmless for all acts taken by it as organizer of the Company, and shall pay all costs and expenses incurred by or imposed upon the organizer as a result of the same, including compensation based upon the usual charges for any time expenditures required of the organizer in pursuit of

the defense against any liability arising on the account of acting as the organizer or arising on account of enforcing the indemnification right hereunder, and the Company releases the organizer from all liability for any such act as the organizer not involving willful or grossly negligent misconduct.

12. The liability of the members is limited.

13. The name and address of the registered agent in Wyoming is Registered Agency Services, Inc., 1912 Capitol Avenue, Cheyenne, WY 82001.

14. a. The capital of the Company shall be £100.00 (the equivalent of \$151.00) cash which shall be divided into one hundred (100) shares of £1.00 each.

b. Additional contributions shall be made at such times and in such amounts as may be agreed unanimously by the members.

The undersigned person hereby forms a limited liability company under the Wyoming Limited Liability Company Act and adopts as the Articles of Organization of such limited liability company the above.

Dated: June 26, 2000.

REGISTERED AGENCY SERVICES, INC.,  
ORGANIZER

  
JO LYN JORDAN, VICE-PRESIDENT

WE, the subscribers to these Articles of Organization and Memorandum of Association wish to be formed into a company pursuant to this memorandum and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES  
OF SUBSCRIBERS

Number of Shares Taken  
by Each Subscriber

LLC Nominees Limited  
Roman House  
296 Golders Green Road  
London  
NW11 9PT  
England

Fifty

Master Nominees Limited  
Roman House  
296 Golders Green Road  
London  
NW11 9PT  
England

Fifty



**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC022558

Branch No. BR005566

The Registrar of Companies for England and Wales hereby certifies that

UNIMET (LLC) LIMITED

has this day been registered under Schedule 21A to the Companies  
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 7th July 2000

A handwritten signature in black ink, appearing to read 'A. F. Fletcher'.

A. F. FLETCHER

For The Registrar Of Companies



C O M P A N I E S H O U S E