



00115611



21

# Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

CN

for official use

FABULOUS CENTURY LIMITED

Registered office of the company on incorporation

RO

6 BAYVIEW TERRACE

Post town DERRY

County/Region NORTHERN IRELAND, BT48 7EE.

Postcode

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address

Name

RA

KEARNEY CURRAN & COMPANY

41 CENTRAL CHAMBERS,

Post town DAME COURT,

County/Region DUBLIN 2

Postcode

Number of continuation sheets attached

To whom should Companies Registry direct any enquiries about the information shown in this form?

KEARNEY CURRAN & COMPANY

41 CENTRAL CHAMBERS,

DAME COURT, Postcode DUBLIN 2

Telephone Int + 353 1 6710140

Extension



**Directors (continued)**

Name **\*Style/Title**  
Forenames  
Surname  
**\*Honours etc**  
Previous forenames  
Previous surname

Address

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

Date of birth

Business occupation

Other directorships

**\*Voluntary details**

**Consent signature**

Delete if the form  
is signed by the  
subscribers

Delete if the form is  
signed by an agent  
on behalf of all the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

<b>CD</b>	GRACEWAY LIMITED
<b>AD</b>	6 BAYVIEW TERRACE
Post town	DERRY
County/Region	NORTHERN IRELAND, BT48 7EE
Postcode	
Country	
<b>DO</b>	<b>NA</b>
<b>OC</b>	
<b>OD</b>	
I consent to act as director of the company named on page 1	
Signed	Date 30/09/2005

PER PRO: GRACEWAY LIMITED

Signature of agent on behalf of all subscribers	Date
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Signed	Date
Signed Per Pro: Summer Glen Limited	Date 30/09/2005
Signed	Date
Signed Per Pro: Graceway Limited	Date 30/09/2005
Signed	Date
Signed	Date

## Notes

1. If the spaces on Page 2 are insufficient the names and particulars can be entered on photocopies of page 2.
2. 'Director' includes any person who occupies the position of a director, by whatever name called.
3. For an individual, his present Christian name(s) and surname must be given, together with any previous Christian names) or surname(s).

'Christian name' includes a fore-name. In the case of a peer or person usually known by a title different from his surname, 'surname' means that title. In the case of a corporation, its corporate name must be given.

A previous Christian name or surname need not be given if:—

(a) in the case of a married woman, it was a name by which she was known before her marriage; or

(b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or

(c) in the case of a peer or a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it.

4. The names must be given of all bodies corporate incorporated in Northern Ireland of which the director is also a director, or has been a director at any time during the preceding five years.

However, a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, throughout that directorship, has been:—

(a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such);

(b) a body corporate of which the company making the return was a wholly owned subsidiary;

(c) a wholly-owned subsidiary of the company making the return; or

(d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly-owned subsidiary.

5. Dates of birth must be given for all directors.



00115610

## COMPANIES FORM No. 23

CR 20

Statutory Declaration of compliance  
with requirements on application  
for registration of a company

23

Please do not write  
in this margin

Pursuant to Article 23(3) of the Companies (Northern Ireland) Order 1986.

To the Registrar of Companies

For official use

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering\* Insert full name  
of company

Name of company

\* FABULOUS CENTURY LIMITED

I, SUMMERGLEN LIMITED

of 6 BAYVIEW TERRACE, DERRY, NORTHERN IRELAND, BT48 7EE.

† delete as  
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]<sup>†</sup>  
[person named as director or secretary of the company in the statement delivered to the registrar  
under Article 21(2)]<sup>†</sup> and that all the requirements of the above Order 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  
provisions of the Statutory Declarations Act 1835.

Declared at CENTRAL CHAMBERS

DAME COURT

DUBLIN 2

Declarant to sign below

the 30th day of September

Two thousand and five

before me

BRIAN O'BRIEN

A Commissioner for Oaths or ~~Notary Public or Justice~~  
~~of the Peace or Solicitor~~ having the powers conferred  
on a Commissioner for Oaths.

PER PRO SUMMERGLEN LIMITED

Presentor's name address  
and reference (if any):  
Kearney, Curran & Co.  
Central Chambers  
Dame Court,  
Dublin 2.  
TEL: 6710140

CPU P04663

For official use  
Public Office

New Companies Section



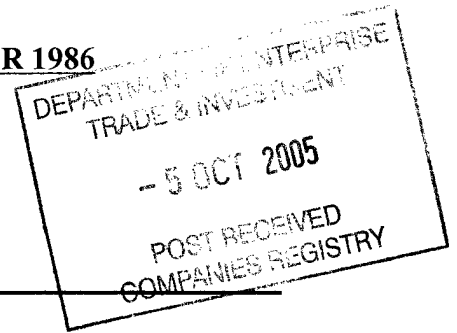
**COMPANIES (NORTHERN IRELAND) ORDER 1986**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**- OF -**

**FABULOUS CENTURY LIMITED**



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**PRELIMINARY**

**1. In these Articles and in Table A:**

"The Order" means the Companies (Northern Ireland) Order 1986 and any statutory modification or re-enactment for the time being in force thereof.

"Table A" means Table A in The Companies (Tables A to F) Regulations (Northern Ireland) 1986

**2. A. The regulations contained in Table A shall apply to the Company and together with the regulations hereinafter contained shall constitute the regulations of the Company save in so far as they are varied or excluded hereby.**

**B. Regulations 24, 68, 73 to 78 inclusive, 87 and 118 of Table A shall not apply to the Company.**

**3. The Company is a private Company.**

**SHARES**

**4. The share capital of the company is £100,000 divided into 100,000 shares of £1.00 each.**

**5. Subject to the provisions of Article 5 and to any directions which may be given by the Company in General Meetings, the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as such expression is defined in Article 90/2 of the Order) up to a maximum aggregated of the number of unissued shares in the capital of the Company from time to time but this authority shall not extend beyond such date as shall be five years from the date of incorporation of the Company provided always that the Directors shall have power, notwithstanding that the date aforesaid had expired, to allot relevant securities in pursuance of an offer or agreement made before the expiry of such date as aforesaid as if the authority conferred hereby had not expired**

**6. The provisions of Article 99 (1) of the Order shall not apply to the Company.**

**LIEN**

7. The lien conferred by regulation 8 in Table A shall attach also to fully paid up shares, 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 indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

#### **TRANSFER OF SHARES**

8. The Directors may, in their absolute discretion and without assigning any reason thereof, decline to register the transfer of any share, whether or not it is a fully paid share.

#### **PROCEEDINGS AT GENERAL MEETINGS**

9. Regulation 37 of Table A shall be modified by the deletion of the words "within the United Kingdom"
10. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulations 46 of Table A shall be modified accordingly.
11. A proxy shall be entitled to vote on a show of hands and regulations 54 of Table A shall be modified accordingly.
12. A resolution in writing in accordance with regulation 53 of Table A shall be deemed to have been duly executed by a corporation if signed by one of its directors or its secretary. In the case of a joint holder of a share the signature of any one of such joint holders shall be sufficient for the purposes of regulation 53 as aforesaid.

#### **DIRECTORS**

13. The number of Directors need not exceed one and regulation 64 of table A shall be modified accordingly.
14. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by Article 21 of the Order
15. A Director shall not be required to hold any qualification shares in the Company.

#### **POWERS AND DUTIES OF DIRECTORS**

16. A Director may vote at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it is in any way concerns or relates to a matter in which he has, directly or indirectly, any

kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted: and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

17. The Directors may exercise all the powers of the Company contained in clause 3 (M) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

#### **APPOINTMENT AND DISQUALIFICATION OF DIRECTORS**

18. Without prejudice to the powers of the Company under Article 311 of the Order to remove a director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time by notice to the Company to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed.

Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon being lodged at the registered office of the Company.

19. The office of a director shall be vacated if he is removed from office under Article 20. Regulation 81 of Table A shall be modified accordingly.

#### **ROTATION OF DIRECTORS**

20. The Directors shall not be liable to retire by rotation, and regulation 79 of Table A shall be amended accordingly.

#### **ALTERNATE DIRECTORS**

21. An alternate Director shall be entitled to be repaid expenses and to be indemnified as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct.

#### **PROCEEDING OF DIRECTORS**

22. (1) A Director may participate in a meeting of the Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute "presence in person" at such meeting.



(2) A resolution agreed by all the Directors by means of facsimile transceiver, telex, telegraph, computer or any other telephonic or electronic means will be valid if such resolution is signed by the Chairman of the Company and if such resolution is expressed to be passed pursuant to this provision.

23. Regulation 88 of Table A shall be modified by the deletion of the third sentence.
24. A sole Director shall have authority to exercise all the powers and discretions of Table A and by these Articles expressed to be vested in the Directors generally, and clause 89 of Table A shall be modified accordingly.

#### **OFFICIAL SEAL FOR USE ABROAD**

25. The Company may have an official seal for use abroad under the provisions of the Order, where and as the Directors shall determine, and the company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

#### **NOTICES**

26. Regulations 112 of Table A shall be modified by the following insertion after "registered address" or to such address whether within or outside the United Kingdom as he may supply to the Company for that purpose.
27. Every Director of the Company and every alternate Director shall be entitled to receive notices of General Meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Order. Regulation 112 of Table A shall be amended accordingly.
28. Regulation 116 of Table A shall be modified by the substitution of the words "at the address, if any whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

#### **INDEMNITY**

29. Subject to the provisions of the Order but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under any statute in which relief is granted to him by the court, and no Director or other officer shall be liable

for any loss or damage incurred by the Company in the execution of the duties of his office or in relation thereto.

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**NAMES AND ADDRESSES OF SUBSCRIBERS**

---

Summerglen Limited,  
6 Bayview Terrace,  
Derry, Northern Ireland,  
BT48 7EE.

Signed

  
\_\_\_\_\_  
**WILLIAM CURRAN**

Director on behalf of Summerglen Ltd.

Graceway Limited,  
6 Bayview Terrace,  
Derry, Northern Ireland,  
BT48 7EE.

Signed

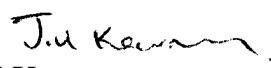
  
\_\_\_\_\_  
**WILLIAM CURRAN**

Director on behalf of Graceway Ltd.

---

**DATED THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2005**

**WITNESS TO THE ABOVE SIGNATURE:**

  
**Jill Kearney,  
41 Central Chambers,  
Dame Court,  
Dublin 2.**

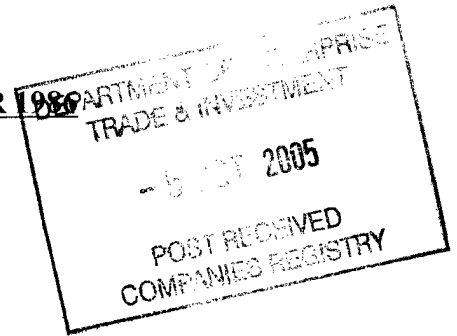


00115612

**COMPANIES (NORTHERN IRELAND) ORDER 1986**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**

**- OF -**

**FABULOUS CENTURY LIMITED**



1. The name of the Company is **FABULOUS CENTURY LIMITED**
2. The Registered office of the Company will be situated in Northern Ireland.
3. The objects for which the Company is established are:

A (i) To carry on all or any of the following businesses and whether as buyers, sellers, importers, exporters, manufacturers, designers, promoters, managers, proprietors, distributors, contractors, maintainers, repairers, servicers, lessors, hirers, renters, processors, consultants, agents and general dealers in all goods, products and services normally supplied or provided by; advertisers, agricultural contractors, art and antique businesses, auctioneers, bakers, beauty salons, bloodstock and livestock businesses, booksellers, binders, builders, builders suppliers and sub-contractors, cafes, carpets, furniture and general household products businesses, caterers, chemists, clothing businesses, confectioners, cleaners, computer businesses, couriers, craft businesses, electrical, electronic, mechanical, heating, plumbing, civil and general engineers, employment and estate agents, entertainment and leisure businesses, educators, financial services, footwear, fuel merchants, freight services, foresters, farmers, motor and vehicle dealers, garage proprietors, hoteliers, haulage and transport businesses, investors, ironmongers, investigators, jewellers, laboratories, management businesses, meat and general food businesses, machinery and equipment suppliers, marketing services, merchants, marine and fish businesses, publicans, painters, printers, publishers, property companies, quarries, restaurants, security services, store and shopkeepers, surveyors, studios, television and video services, timber merchants, traders, transporters, travel agents, window services, warehousemen, waste disposers.

(ii) To carry on business as manufacturers, designers, importers, exporters, buyers, sellers, (whether by wholesale or retail) stores, warehousemen, distributors and suppliers of and dealers in goods and articles of every description (whether consumable or otherwise) and whether for domestic, industrial, commercial or agricultural use.

(iii) To undertake, provide and carry out any service or contract of works deemed necessary or advantageous in promoting the objects of the company.

(iv) To acquire and carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which may seem calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.

**B. To purchase, take on lease or in exchange, hire or by any other means, acquire and protect, any freehold, leasehold, or other property, or any estate or interest, any lands, buildings, roads, railways, bridges, waterways, aircraft, vessels, vehicles, machinery, engines, plant, live and dead stock, easements, rights, patents, patent rights, trade marks, brevets d'invention, registered designs, protections and concessions, licences, stock in trade and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company.**

**C. To construct, build, erect, alter, enlarge, demolish, lay down, maintain, any buildings, roads, railways, bridges, walls, fences, banks, reservoirs, waterways and waterworks and to carry out any preliminary and associated works or contract, sub-contract, or join with others to carry out or complete any of the aforesaid and to work, manage and control the same or join with any person, firm or company in doing so.**

**D. To borrow, raise or secure the payment of money in such manner as the company shall think fit and in particular to issue debentures, debenture stock, bonds, obligations and securities of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future, of the Company including its uncalled capital or any nay other means howsoever.**

**E. To guarantee, support or secure whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company or for the performance and discharge or any contract, obligation or liability of a company or of any person or corporation with whom or which the company has dealings or having a business or undertaking in which the company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any company which is for the time being the Holdings Company or a subsidiary of the company or a subsidiary of the Holding Company.**

**F. To pay or remunerate any person, firm or Company for rendering services for and on behalf of this company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this company and either by cash payments of by allotment to him or them of shares or securities of the company credited as full paid up or otherwise. To open and operate bank accounts in any country.**

**G. To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined.**

**H. To draw, make, accept, endorse, discount, negotiate and issue promissory notes, bill or exchange, warrants, Bills of Lading and other negotiable or transferable instruments.**

**I. To develop, improve, 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 and rights of the Company.**

**J. To lend and advance money or give credit to any person, firm or company and on such terms as may seem expedient.**

**K. To enter into and carry into effect any arrangement with the person, firm, company or Government or Government Body or authority that may seem conducive to the Company's objects and to apply for, promote, and obtain for any person, firm, company, government or Government Body or authority any contracts, concessions, privileges, charters, decrees and rights which the company may think is desirable and to carry out and exercise and comply with same.**

**L. To act as agents, brokers and as trustees for any persons, firm or company and to establish agencies and branches and appointed agents and others to assist in the conduct or extension of the Company's business.**

**M. To provide for the welfare of persons employed or previously employed in or holding office under the company and to grant pensions, allowances, gratuities, bonuses or other payments to officers, ex-officers, employees and ex-employees or the dependants or connections of such persons; to establish and contribute to pensions or benefit funds or schemes for the benefit of persons aforesaid; to form, subscribe to or support any charitable, benevolent, religious or other institution and to instigate and maintain any club or other establishment calculated to advance the interests of the company or its officers, ex-officers, employees, ex-employees or dependants or connections.**

**N. To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on.**

**O. To undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfil any office of trust or confidence.**

**P. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company in whatever form and on such terms as the company may determine.**

**Q.** To establish, promote or otherwise assist any company and to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and or liabilities or for furthering any objects of this company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the company.

**R.** To subscribe for, accept, deal in, purchase or sell or otherwise acquire, deal in, dispose of or hold shares or other interests in or securities of any company carrying on or proposing to carry on any business within the objects of this company or carrying on any business capable of being carried on so as to benefit this company.

**S.** To enter into any partnership or joint arrangement or arrangement for sharing profits with any company having objects similar or in part similar to those of this company and to give whatsoever undertakings are considered necessary by this company.

**T.** To distribute among the members in specie or otherwise as may be resolved, any assets 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 procure the company to be registered or recognised in any place outside England and Wales.

**V.** To do all such things as are incidental or conducive to the attainment of the foregoing objects or any of them.

The word Company, in the clause, except where used in reference to this Company, shall be deemed to include any body or persons whether incorporated or not and whether domiciled in England or Wales or elsewhere.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clause hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

Provided always that the provisions of his clause shall be subject to the company obtaining where necessary for the purpose of carrying any of its objects into effect such licence permit or authority as may be required by law.

**4.** The liability of the members in limited.

**5.** The share capital of the company is £100,000 divided into 100,000 shares of £1.00 each, with power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term.

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

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NAMES, ADDRESSES AND  
DESCRIPTIONS OF SUBSCRIBERS

---

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER

Summerglen Limited ,  
6 Bayview Terrace,  
Derry, Northern Ireland,  
BT48 7EE.

Signed



WILLIAM CURRAN

Director on behalf of Summerglen Ltd.

one

Graceway Limited ,  
6 Bayview Terrace,  
Derry, Northern Ireland,  
BT48 7EE.

Signed



WILLIAM CURRAN

Director on behalf of Graceway Ltd.

one

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TOTAL SHARES TAKEN :

two

---

DATED THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2005

WITNESS TO THE ABOVE SIGNATURES:



Jill Kearney,  
41 Central Chambers,  
Dame Court,  
Dublin 2.



NI056741

I HEREBY CERTIFY that

FABULOUS CENTURY LIMITED

is this day incorporated under the Companies (Northern Ireland)  
Order 1986; and that the Company is limited

Given under my hand at Belfast, this the SIXTH day of OCTOBER  
two-thousand and FIVE

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

for Registrar of  
Companies for Northern Ireland