



00120590



21

This form should be completed in full. **Statement of first directors and secretary and intended situation of registered office**

Company name (*in full*)

CN CFR 35 Limited

for official use



Registered office of the company on incorporation

RO 50 Bedford Street

Post town Belfast

County/Region Northern Ireland

Postcode BT2 7FW

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 Cleaver Fulton Rankin

RA 50 Bedford Street

Post town Belfast

County/Region County Antrim

Postcode BT2 7FW

Number of continuation sheets attached

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

Andrew Talbot
Cleaver Fulton Rankin
Solicitors
50 Bedford Street
Belfast BT2 7FW
DX 421 NR BELFAST
Tel: 028 90271342 Fax: 028 9024 9096

Company Secretary

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.

CS Cypher Services Limited

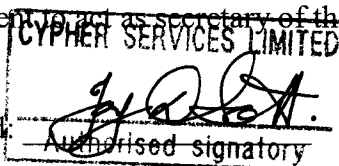
AD 50 Bedford Street

Post town Belfast
County/Region Antrim
Postcode BT2 7FW Country Northern Ireland

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

Consent signature

Signed:



Date: 13 October 2005

Directors

*Please list directors in
alphabetical order.*

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.

CD Mr
Stephen Vincent
Cross

16 Creevy Road

Post town Crossgar
County/Region Down
Postcode BT30 9HX
Country Northern Ireland

DO 18/10/1968 Nationality British
OC Solicitor
OD

Date of birth
Business Occupation
Other directorships

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

* Voluntary details

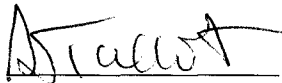
Consent signature

Signed:




Date: 13 October 2005

Directors (continued)

Name	*Style/Title	CD
	Forenames	Andrew Wayne
	Surname	Talbot
	* Honours etc	
Previous forenames		
Previous surname		
Address	AD The Gatelodge, 37 Carney Hall	
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	Newry
	County/Region	Down
	Postcode	BT34 1GA
	Country	Northern Ireland
	Date of birth	DO 26/3/1966
	Business occupation	OC Solicitor
	Other directorships	OD
* Voluntary details	I consent to act as director of the company named on page 1	
Consent signature	Signed: 	Date: 13 OCTOBER 2005

Delete if the form is signed by the subscribers

Signature of agent on behalf of all subscribers



Date: 13 OCTOBER 2005

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.

Signed: _____ Date: _____

Signed: _____ Date: _____

Signed: _____ Date: _____

Signed: _____ Date: _____

Signed: _____ Date: _____

Signed: _____ Date: _____

Notes		
<p>1. If the spaces on Page 2 are insufficient the names and particulars can be entered on photocopies of page 2.</p> <p>2. 'Director' includes any person who occupies the position of a director, by whatever name called.</p> <p>3. For an individual, his present Christian name(s) and surname must be given, together with any previous Christian name(s) or surname(s).</p> <p>'Christian name' includes a forename. 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.</p> <p>A previous Christian name or surname need not be given if:-</p> <p>(a) in the case of a married woman, it was a name by which she was known before her marriage, or</p> <p>(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</p> <p>(c) in the case of a peer or a person</p>	<p>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.</p> <p>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.</p> <p>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:-</p> <p>(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);</p> <p>(b) a body corporate of which the company making the return was a wholly owned subsidiary;</p> <p>(c) a wholly-owned subsidiary of the company making the return; or</p>	<p>(d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly-owned subsidiary.</p> <p>5. Dates of birth must be given for all directors.</p>



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COMPANIES FORM NO. 23

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

Please complete legibly, preferably in black type, or bold black lettering

To the Registrar of Companies

For official use For official use



Name of company

* Insert full name of Company

* CFR 35 Limited

† delete as appropriate

I, Andrew Talbot

of c/o Cleaver Fulton Rankin Solicitors 50 Bedford Street Belfast BT2 7FW

do solemnly and sincerely declare that I am a Solicitor engaged in the formation of the company †

~~[person named as director or secretary of the company in the statement delivered to the registrar under Article 21(2)]†~~ 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 23 BEDFORD STREET, BELFAST

Declarant to sign below

The 14th day of October

Two thousand and five

Before me C. Featho

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

Presentor's name address and reference (if any)

AWT/KTM/15945/35

Cleaver Fulton Rankin

Solicitors

50 Bedford Street

Belfast BT2 7FW

DX: 421 NR BELFAST

Tel: 028 90271363 Fax: 028 9024 9096

For official use
Public Office

New Companies Section





THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CFR 35 Limited



PRELIMINARY

1.
 - 1.1. The regulations contained in Table A in the Companies (Tables A to F) Regulations (Northern Ireland) 1986 ("Table A") shall apply to the Company save in so far as they are excluded or varied hereby;
 - 1.2. In these Articles "the 1986 Order" means the Companies (Northern Ireland) Order 1986
2. Regulations 24, 73 to 78, 94 and 118 of Table A shall not apply to the Company and in lieu thereof and in addition to the remaining Regulations of Table A (subject to the modifications hereinafter expressed) the Articles hereinafter contained shall constitute the Regulations of the Company
3.
 - 3.1. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted
 - 3.2. In sub-clause (b) of Regulation 46 of Table A the words "at least two members" shall be deleted and the words "any member" substituted therefor
 - 3.3. In Regulations 37, 66, 88, 112, and 116 of Table A the words "or the Republic of Ireland" shall be inserted after the words "United Kingdom" where such last mentioned words appear
 - 3.4. In Regulation 38 of Table A the last sentence shall be deleted and the following sentence substituted therefor "Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members"
 - 3.5. In Regulation 53 of Table A the words and brackets "approved (by telex or facsimile transmission) or" shall be inserted after the words "a resolution in writing"

- 3.6. In Regulation 62(a) of Table A the words "not less than 48 hours" shall be deleted; and in regulation 62(b) of Table A the words "and not less than 24 hours" shall be deleted and the word "but" substituted therefor
- 3.7. In Regulation 117 of Table A the words "with the sanction of an extraordinary resolution of the Company and any other" shall be omitted and the words "with any" substituted therefor

ALLOTMENT OF SHARES

4. Save as in this Article hereinafter provided, the Directors shall not allot any shares in the Company, or grant any right to subscribe for or to convert any security into shares in the Company, in contravention of the 1986 Order. Provided However that notwithstanding the foregoing
- 4.1. shares shown in the Memorandum of Association of the Company to have been taken by the subscribers thereto may be allotted to such subscribers, and
- 4.2. for a period of five years after date of incorporation of the Company the directors are authorised to allot shares up to a maximum of the nominal amount of the authorised but unissued share capital of the Company, as set out in clause 5 of the Memorandum of Association, to such persons, at such times, in such proportions, upon such terms (except at a discount) and with such rights or restrictions as the directors shall think fit. On expiration of such five year period such authority for the directors will expire, except that thereafter the directors may exercise the said power of allotment in pursuance of an offer or agreement made by the Company before such date
5. So long as the Company remains a private company, the provisions of articles 99(1), 100(1) to (5) and 100(6) of the 1986 Order shall have no application in relation to any allotment of equity securities (as defined for the purposes of the said articles) by the Company

SHARES

6. 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

POWERS AND DUTIES OF DIRECTORS

7. A director may vote as a director in respect of any contract or arrangement in which he is interested or upon any matter arising thereout, where he has previously disclosed his interest to the Board, and if he shall so vote his vote shall be counted and he shall be counted in the quorum at any meeting at which any such matter is considered

ROTATION OF DIRECTORS

8. The Directors shall not be liable to retire by rotation, and accordingly from the commencement of the second sentence to the end of Regulation 79 of Table A shall be deleted

PROCEEDINGS OF DIRECTORS

9.
 - 9.1. All or any of the Directors or any committee of the Directors may participate in a meeting of the Directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to 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 a 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
 - 9.2. A resolution agreed by all the directors by telephonic communication, telex, facsimile transceiver, telegraph, computer or by any other electronic or like means will be valid if such resolution is signed by the chairman of the Board and is expressed to be passed pursuant to this provision
10. The first sentence of Regulation 72 of Table A shall be deleted and the following sentences substituted therefor: "The directors may delegate any of their powers to one or more than one committee Provided that any such committee shall be required to report back to the directors. Any such committee may consist both of directors and of non-directors of the Company, and unless the directors direct otherwise any committee shall have power to co-opt"

INDEMNITY

11. Every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph 3 of article 318 or in article 675 of the 1986 Order) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by either of the said articles

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Cypher Services Limited
50 Bedford Street
Belfast BT2 7FW



Dated the 13 day of OCTOBER 2005

Witness to the above signature: KEVIN MURPHY
50 BEDFORD STREET
BELFAST
BT2 7FW



00120588

THE COMPANIES (NORTHERN IRELAND) ORDER 1986
COMPANY LIMITED BY SHARES



MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CFR 35 LIMITED



Cleaver Fulton Rankin
Solicitors
50 Bedford Street
Belfast
BT2 7FW

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

CFR 35 Limited

1. The name of the Company is "CFR 35 Limited".
2. The Registered Office of the Company will be situate in Northern Ireland .
3. The objects for which the Company is established are:
 - 3.1 To carry on any lawful purpose pursuant to the Companies (Northern Ireland) Order 1986 as amended, extended or applied by or under any other enactment or as re-enacted, and in furtherance thereof to deal in and otherwise carry on the businesses of advertising and other agents, manufacturers and hirers of aircraft, amusement caterers, auctioneers, bakers, booksellers, bookmakers, boot and shoe manufacturers and retailers, boat builders, builders, builders merchants, business management, carriers, engineers, farmers, financiers, fish farmers, garage and service station owners and operators, general merchants, haulage contractors, hotel keepers, insurance agents brokers and consultants, jewellers, laundry and launderette operators, management consultants, manufacturers, money lenders, nursing and retirement home operators, suppliers of office machines and services, paper and fabric manufacturers, painters and decorators, printers, picture dealers, restaurateurs, radio and television dealers, saddlers, shippers, shop and office owners and operators and merchants of all sorts, stationers, surveyors, telephone, television and radio rental operators, travel agents, tyre dealers, tobacconists, undertakers, warehousers
 - 3.2 To carry on the business of financiers for the promotion of the sale for cash or on credit or on the instalment system, hire purchase, hire agreement or easy payment system or otherwise of all kinds of articles and things which the Company has power to manufacture or deal in and generally any other article or articles, description of goods or materials which can advantageously or conveniently be dealt with by the Company in connection with or as accessory or cognate to the said business of the Company and in connection therewith or otherwise to lend and advance money to, or negotiate loans on behalf of such persons, firms or companies and on such terms as may seem expedient and in particular to or on behalf of persons, firms or companies concerned in any way whatever in sale or purchase in manner aforesaid of any of the foregoing articles or goods

- 3.3 To acquire by purchase, lease, exchange or otherwise, and whether for investment or other purpose, land, buildings and hereditaments of any tenure or description, any estate or interest therein, any rights over or connected therewith, and any freehold and leasehold ground rents, and to traffic in or turn the same to account as may seem expedient and in particular to prepare building sites and to construct, reconstruct, pull down, convert, alter, improve, decorate, furnish, maintain, manage and control, houses, flats, warehouses, shops, markets, garages, restaurants, clubs, hotels, baths, places of amusement, pleasure grounds, parks, gardens, stores, public and private buildings and other works and conveniences and to plant, pave, drain, farm, cultivate, grant in fee farm or let on building lease or building agreement and to advance money to and enter into contracts and arrangements of all kinds with builders, owners, tenants, and others and to act as estate managers
- 3.4 To enter into or purchase the benefit of any contracts for the manufacture by some other person, firm or company of any of the things which this Company has power to manufacture and deal in, and also to purchase the benefit of any contract to supply any person, firm or company with any such things, and to make arrangements with any person, firm or company for the concession of any special rights, privileges and advantages and in particular with regard to the supply of goods
- 3.5 To carry on any other business whatsoever which may seem to the Company capable of being conveniently carried on by the Company in connection with any business which the Company is authorised to carry on or calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being
- 3.6 To apply for, obtain, purchase or otherwise acquire any trade secrets, processes, inventions, trade marks, copyrights, patterns, designs, patents, licences and like rights which may seem capable of being used in connection with any business which the Company is authorised to carry on and to use, exercise or develop the same and grant licences in respect thereof
- 3.7 To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, 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 or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received
- 3.8 To improve, manage, cultivate, develop, exchange, grant in fee farm, 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

- 3.9 To invest and deal with the moneys of the Company in such shares or upon such securities and in such manner as may from time to time be determined
- 3.10 To make advances upon the security of land or house or other property or any interest therein and to lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on any stock, shares and securities of any Company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities
- 3.11 To borrow and raise money, and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, or for such consideration as may be thought fit, debentures, mortgage debentures and debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
- 3.12 To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company
- 3.13 To receive money, valuables and securities of all kinds for safe custody or on deposit or loan upon such terms as the Company may approve and to guarantee the debts and contracts of customers and others
- 3.14 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
- 3.15 To apply for, promote, and obtain any Act of Parliament, Provisional Order, or licence for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- 3.16 To enter into any arrangements with any governments or authorities (supreme, municipal, local, or otherwise) or any companies, firms, or persons, that may seem conducive and to obtain from any such government, authority, company, firm or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions

- 3.17 To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether 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
- 3.18 To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others
- 3.19 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 thought expedient
- 3.20 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 stock, or securities of this Company
- 3.21 To support, and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its 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 to 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, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and 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 wives, widows, children, and other relatives and dependents
- 3.22 To promote any other company for the purpose of 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 to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- 3.23 To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock or securities of any such Company

- 3.24 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 shares, debentures, or securities of any company purchasing the same
- 3.25 To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership or in any other manner
- 3.26 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
- 3.27 To procure the Company to be registered or recognised in any dominion or dependency and in any foreign country or place
- 3.28 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them
- 3.29 In good faith to pay any premium in respect of any insurance or indemnity to cover the liability of the directors of the Company (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: Provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the directors of the Company (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the directors of the Company (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not

And it is hereby declared that the word "company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1.00 each. The shares in the original or any increased capital and whether issued or not may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise

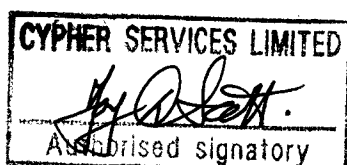
We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

Names, Addresses and Descriptions
of Subscribers

Number of
Shares taken by each Subscriber

Cypher Services Limited
50 Bedford Street
Belfast BT2 7FW

1 Ordinary share



Total Number of Shares Taken:

One

Dated the 13 day of OCTOBER 2005

Witness to the above signature:

KEVIN MURPHY
TRAINEE SOLICITOR
50 BEDFORD STREET
BELFAST
BT2 7FW



NI057012

I HEREBY CERTIFY that

CFR 35 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 TWENTY-SEVENTH 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