



CERTIFICATE OF INCORPORATION

No. 52543

I hereby certify that

Cragtown Consultants Limited

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the 15 March 1973

DED. R. Robertson

Registrar of Companies

No. of Company

51823/1

Form No. 41

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on Application for Registration of a Company.

Pursuant to Section 15(2).

Name of Company.. Cragtown Consultants

Limited.

I, THOMAS ARTHUR HERBERT,

of 133 Moorgate, London, E.C. 2 do solemnly and sincerely

declare that I am (a) a person named in the Articles of Association as a (b) Secretary

of CRAGTOWN CONSULTANTS Limited.

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto 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 7 New Square,
Lincoln's Inn, London, W.C. 2

the 27th day of February 1973

before me.

R. Blackford

(c) A Commissioner for Oaths.

T. H. B. Askehead

- (a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") engaged in the formation," or "A person named in the Articles of Association as a Director or Secretary."
(b) Put "Director" or alternatively put "Secretary." Do not put both "Director and Secretary."
(c) or Notary Public or Justice of the Peace.

Presented by

BUSINESS ECONOMY PRODUCTS LIMITED, 24, Castle Street,
Edinburgh, EH2 Tel: 031-225-1167/8

BUSINESS ECONOMY PRODUCTS LIMITED 133, Moorgate,
LONDON, EC2R 6EA Tel: 01-628-8821/2/3

COMPANY LIMITED BY SHARES

80.

Memorandum of Association

OF

CRAFTOWN CONSULTANTS

LIMITED.

1. The name of the Company is:-
"CRAFTOWN CONSULTANTS LIMITED".
2. The Registered Office of the Company will be situate in Scotland.
3. The Objects for which the Company is established are:-
 - (a)(i) To act as trade consultants and advisers in connection with the production, marketing and export of products of all kinds; Business Agents, Trustees, Organisers of Companies, Businesses, trading and financial concerns, and generally to advise any and undertake the management, secretarial, accounting, and clerical requirements of any trading or business organisation, and to provide accommodation for registered offices, showrooms, and other facilities of corporate bodies and the safe keeping of the companies' books and to furnish accommodation for Meetings of members of companies and directors.
 - (ii) To carry on all or any of the businesses of exporters, importers, manufacturers, agents brokers, general merchants and dealers, both wholesale and retail, in all articles of commercial, manufacturing, personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and also the business of storage contractors, wharfingers, carriers, shipping and forwarding agents, warehousemen and store-keepers.
 - (iii) To initiate and undertake market research surveys and schemes for the promotion of the sale of products of all kinds and to act as advertising agents and contractors in all their branches, printers and publishers, silk screen printers, designers and general commercial artists; exhibition promoters and organisers and to carry on the aforesaid businesses either together as a single business or as separate and distinct businesses in any part of the world.
- (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to buy, sell, exchange, alter, improve, refine, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, tools, substances, materials and things necessary or convenient for carrying on any of the said businesses, whether as principals, agents, trustees, manufacturers or otherwise.

2.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

2.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

(c) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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
<i>Jean Herbert</i> JEAN HERBERT, 24 Castle Street, Edinburgh 2. COMPANY DIRECTOR.	<i>One</i> ONE
<i>Thomas Herbert</i> THOMAS ARTHUR HERBERT, LL.B., 24 Castle Street, Edinburgh 2. BARRISTER-AT-LAW.	<i>1</i> ONE

DATED the 3rd day of ^{January}~~August~~, 1970. *Test*

WITNESS to the above signatures:-

CHRISTINE FREDA HERBERT, *Cy. Herbert*
 24 Castle Street,
 Edinburgh 2.

COMPANY DIRECTOR.

The Companies Act, 1948
& 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

CRAFTOWN CONSULTANTS

LIMITED.

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to Clause 4 hereof.

TRANSFER OF DECEASED MEMBERS SHARES TO ISSUE

4. Notwithstanding anything in Clause 3 hereof any share of a deceased Member may be transferred by his executors or administrators to any son, daughter, widow or widower, brother, sister, nephew, niece or cousin of such deceased Member.

LIEN

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares 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.

GENERAL MEETING

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard

to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

9. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Jean Herbert

Jean Herbert,
24, Castle Street,
Edinburgh, 2.

Company Director.

Thomas Herbert

Thomas Arthur Herbert, LL.B.,
24, Castle Street,
Edinburgh, 2.

Barrister-at-Law.

DATED the *3rd* day of *January*, 1973. ✓ *SAH*

WITNESS to the above signatures:-

C. F. Herbert
CHRISTINE FREDA HERBERT,
24, Castle Street,
Edinburgh, 2.

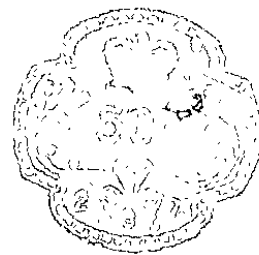
Company Director.

No. of Company

52543/4

Form No. 25

THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1933



Cragtown Consultants

LIMITED

STATEMENT of the Nominal Capital made pursuant to Section 112 of the Stamp Act, 1891.
(Note.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100
—Section 41, Finance Act, 1933).

This Statement is to be filed with the Memorandum of Association, or other Document,
when the Company is registered.

The NOMINAL CAPITAL of Cragtown Consultants

CRAGTOWN CONSULTANTS

Limited.

is £ 100

Signature.....

J. P. Anderson
Jan

Date 27th. February 1973

~~State whether Director or Secretary~~

Presented by

BUSINESS ECONOMY PRODUCTS LTD
24, CASTLE STREET,
EDINBURGH, 2.

NOTE.—This margin is reserved for Binding and must not be written across.

Number of
Company

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 161 (2) of the Companies Act 1948)

OF

CRACKOWN CONSULTANTS

LIMITED

Passed 2nd April, 1979.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 18 Sandyford Place, Glasgow, G3 7NB

on the 2nd day of April, 1979 the subjoined SPECIAL RESOLUTION duly passed, viz. :—

RESOLUTION

"That the capital of the company be and is hereby increased to £50,000 by the creation of 49,900 ordinary shares of £1 each".

Signature

Director

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the company.

Not to be valid until 14 days after the passing of the Resolution(s)

Companies 2

Name of Company **Grigson Consultants****THE COMPANIES ACTS 1948 to 1967****Notice of Increase in Nominal Capital****To THE REGISTRAR OF COMPANIES**Insert name
of Company,
delete "Limited"
if not applicable**Grigson Consultants***State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a* Special Resolution of the Company dated the
2nd day of April 19 79 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 49,900
beyond the registered capital of £100

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
49,900	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of schedule

pari passu in all respects with the existing 100 ordinary
shares.

Signature

State whether Director
or Secretary

Director

Dated the 2nd day of April 19 79

Presented by

Presentor's Reference

W. A. P. & Sons Ltd.

W. A. P. & Sons Ltd.

THE COMPANIES ACTS 1948 to 1967

Company Limited by Shares

SPECIAL RESOLUTION

of

CRAGTOWN CONSULTANTS LIMITED

Passed - 18th June 1979.

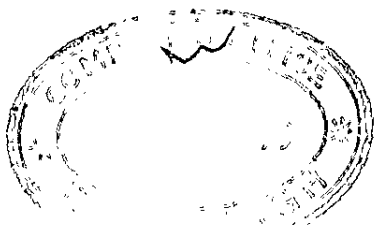
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 234 Main Street, Uddingston, on the 18th day of June 1979 the subjoined SPECIAL RESOLUTION was duly passed viz:-

RESOLUTION

"That Clause (a) of the Objects Clause on page 1 of the Memorandum be amended by adding thereto:-

- (iv) To carry on in the United Kingdom and elsewhere the businesses of owners, operators, lessees and concessionaires of places of public entertainment whether or not licensed including open air entertainments and cafes, snack bars, restaurants, hotels, boarding-houses, public houses, canteens, holiday camps, caravan camps, shops, billiard and snooker saloons, funfairs, pleasure grounds, sports grounds, stadiums, cinemas, dance-halls, bingo halls, bowling alleys, libraries, zoos and places of amusement, refreshment recreation instruction, entertainment and sports of all kinds.
- (v) To carry on in the United Kingdom and elsewhere the businesses of caterers, catering contractors, purveyors, wine, beer, port and spirit merchants, sellers of aerated mineral and artificial waters and other drinks; provision merchants.
- (vi) To carry on in the United Kingdom and elsewhere the businesses of caterers for public amusements generally, dance-hall proprietors, casino operators, proprietors of motor and other vehicles, garage proprietors, filling station proprietors, livery stable keepers, boat-hirers, hairdressers, newsagents, proprietors of clubs, licensed betting-houses and betting-shops, baths, dressing-rooms, laundries, reading, writing and newspaper rooms, places of amusement, recreation, sports, entertainment and instruction of all kinds and for the playing of games of chance; owners, hirers, operators, concessionaires and licensees of automatic vending machines and of all machines (coin operated and otherwise) for the sale, provision and display of goods, games, amusement, music instruction or service as tobacconists, newsagents, agents for railway, shipping and air travel and freight companies, insurance agents.
- (vii) To carry on in the United Kingdom and elsewhere the businesses of dealers in and agents for motor cars, caravans, trailers, motor boats, as also repairers, hirers, concessionaires and merchants of and in and agents for and dealers in all kinds of spare parts and parts of equipment connected with the same.

Joseph Hunt
Secretary



Certificate No. 52543

31
The Companies Acts, 1946 to 1967



Stewart & Gordon Ltd.
140 West Regent Street
London.

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to Section 141)

OF

The blanks in
this heading may
be completed in
writing.

CRAGTOWN CONSULTANTS

LIMITED.

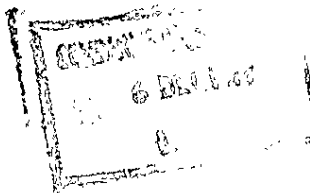
Passed 5th December 19 79

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 23A Main Street,
Uddingston

on the Fifth day of December, 19 79, the subjoined
Special Resolution was duly passed, viz. :—

RESOLUTION.

"That the name of the Company be changed to
FLAMINGO LAND LIMITED."

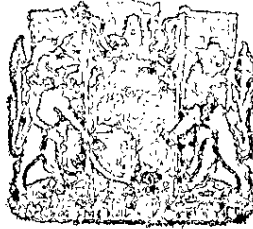


Signature.....

Secretary.

To be signed by the Chairman, a Director, or the Secretary of the Company.

To be filed with the Registrar of Companies within 15 days of passing resolution.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 52543

I hereby certify that

Grange Consultants Limited

having by special resolution and with the approval of the Department of Trade
~~and Enterprise~~ changed its name, is now incorporated under the name of

FLAMINGO LAND LIMITED

Given under my hand at Edinburgh the 4 MARCH 1980

Registrar of Companies