



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

No. 78478

I hereby certify that

**GOSWEV LIMITED**

is this day incorporated under the Companies Acts 1948 to 1981 as a private company and that the Company is limited.

Given under my hand at Edinburgh the 28 April 1982

A handwritten signature in dark ink, appearing to be 'A. M. M.' or similar.

*Registrar of Companies*

610

## 412



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

\*Insert full name  
of Company

**Company number**

7-11-11

78478

GOSWEE LIMITED

of 24 CASTLE STREET, EDINBURGH

of \_\_\_\_\_  
\_\_\_\_\_. GOSWAMI LIMITED

Declared at EDINBURGH

**Signature of Declarant**

the 12th day of APRIL

One thousand nine hundred and 82

before me John J. [Signature]  
A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

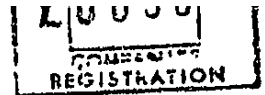
**Presentor's name, address and reference (if any):**

For official use  
New companies section

**Post room**

Company Registration

16 APR 1984



78478/2

COMPANY LIMITED BY SHARES

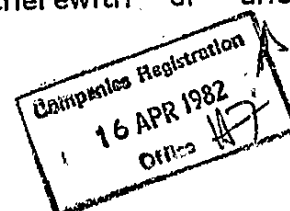
MEMORANDUM OF ASSOCIATION OF *GOSWEV LIMITED.*

1. The name of the Company is "*GOSWEV LIMITED.*"

2. The registered office of the Company will be situate in Scotland.

3. The objects for which the Company is established are:-

(a) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description, whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto.



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or 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 the 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, or for subsidising or otherwise assisting 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, debentures, 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and 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 of 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 company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority 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 calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) 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 the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the 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.

(o) 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.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) 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 or other securities of the Company.

(s) 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 of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants 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 dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary 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.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so

requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided  
into 100 shares of £1 each.

WE, the several persons whose names and addresses 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 |
|--|---|
|--|---|



Stephen Mabbott,  
24 Castle Street,  
Edinburgh.  
Company Registration Agent.

- One



Andrew Cockburn,  
24 Castle Street,  
Edinburgh.  
Company Registration Agent.

- One

Dated 12<sup>TH</sup> APRIL 1982

Witness to the above Signatures:- Iain Daniels,  
24 Castle Street,  
Edinburgh.  
Company Registration Agent.



THE COMPANIES ACTS 1948 to 1980

78478/3

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF ~~be~~ GOSW EV

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

2. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

3. The Directors are unconditionally authorised, for the purposes of Section 14 of the Companies Act 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17(9) of the Companies Act 1980, Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

4. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register a transfer of a share whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.



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Names, addresses and descriptions of Subscribers

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Stephen Mabbott,  
24 Castle Street,  
Edinburgh.  
Company Registration Agent.

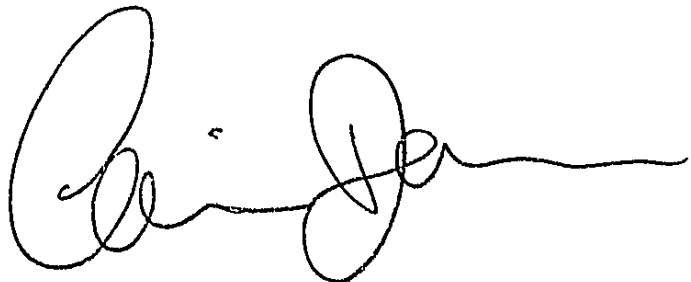


Andrew Cockburn,  
24 Castle Street,  
Edinburgh.  
Company Registration Agent.

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Dated 12TH APRIL 1982

Witness to the above Signatures:- Iain Daniels,  
24 Castle Street,  
Edinburgh.  
Company Registration Agent.



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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding margin

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

\* delete if  
inappropriate

Company number

78478/5

Name of Company

GOSWELL Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

24 CASTLE STREET  
EDINBURGH  
EH2 3HT

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

X

OSWALDS OF EDINBURGH LIMITED  
24 CASTLE STREET  
EDINBURGH, EH2 3HT

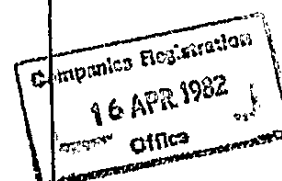
If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note i), please enter in the box opposite  
the number of continuation sheets which form part of this statement

Presentor's name, address and  
reference (if any):

Oswalds of Edinburgh Limited  
Company Registration Agents  
24 Castle Street  
Edinburgh

For official use  
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

|  |   |
|--|---|
| Name (note 2)  | Business occupation                       |
| STEPHEN MABBOTT  | REGISTRATION AGENT                        |
| Former name(s) (note 3)  | Nationality                               |
| Address (note 4)   | BRITISH                                   |
| 24 CASTLE STREET   | Date of birth (where applicable) (note 6) |
| EDINBURGH, EH2 3HT   |   |
| Particulars of other directorships (note 5)                        |   |
| NONE   |   |
| I hereby consent to act as director of the company named on page 1 |   |
| Signature  | Date 13/4/82                              |

|  |   |
|--|---|
| Name (note 2)  | Business occupation                       |
| Former name(s) (note 3)  | Nationality                               |
| Address (note 4)   | Date of birth (where applicable) (note 6) |
| Particulars of other directorships (note 5)                        |   |
| I hereby consent to act as director of the company named on page 1 |   |
| Signature  | Date                                      |

|  |   |
|--|---|
| Name (note 2)  | Business occupation                       |
| Former name(s) (note 3)  | Nationality                               |
| Address (note 4)   | Date of birth (where applicable) (note 6) |
| Particulars of other directorships (note 5)                        |   |
| I hereby consent to act as director of the company named on page 1 |   |
| Signature  | Date                                      |

do not  
in this  
margin

important  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:


|   |                    |
|---|--------------------|
| Name (notes 2 & 7)  |                    |
| ANDREW COCKBURN   |                    |
| Former name(s) (note 3)   |                    |
| Address (notes 4 & 7)   | 24 CASTLE STREET   |
|   | EDINBURGH, EH2 3HT |
| I hereby consent to act as secretary of the company named on page 1 |                    |
| Signature   | Date 13/4/82       |

|   |      |
|---|------|
| Name (notes 2 & 7)  |      |
|   |      |
| Former name(s) (note 3)   |      |
| Address (notes 4 & 7)   |      |
|   |      |
| I hereby consent to act as secretary of the company named on page 1 |      |
| Signature   | Date |

as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

delete as  
appropriate

Signature  [Subscriber] [Agent]† Date 13/4/82

OSWALDS OF EDINBURGH LIMITED 24 CASTLE STREET, EDINBURGH

Signature \_\_\_\_\_ [Subscriber] [Agent]† Date \_\_\_\_\_