

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

Company Number

14

I hereby certify that

PLACE D'OR 90 LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Signed at Edinburgh

7 May 1986

*Shela Inghis*  
for Registrar of Companies

# G

COMPANIES FORM No. 12

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

# 12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

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

[ ] [ ] [ ] [ ]

99888A

Name of company

\* PLACE D'OR 90 LIMITED

\* insert full  
name of Company

I, Neil Cameron Hunter  
of Burgh House, 7/9 King Street, Aberdeen, AB2 3AA

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~I person named as director or secretary of the company in the statement delivered to the registrar~~  
~~under section 10(2)†~~ and that all the requirements of the above Act 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 Aberdeen

Declarant to sign below

the fifteenth day of April,

One thousand nine hundred and Eighty-six

before me Neil Cameron Hunter

Neil Cameron Hunter

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):

PETERKINS  
APPROPRIATE  
Burgh House, 7/9 King Street  
Aberdeen AB2 3AA

For official Use

New Companies Section

Post room

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

PLACE D'OR 90 LIMITED.

Peterkins,  
Advocates,  
Burgh House,  
7/9 King Street,  
ABERDEEN AB2. 3AA.  
Telephone (0224) 645046  
Telex 739342 Camco G.  
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12

098884 | 2

THE COMPANIES ACT 1985.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION  
OF  
PLACE D'OR 90 LIMITED.

1. The name of the Company is Place D'Or 90 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 acquire any shares, stocks, debentures, debenture stocks, bonds, obligations, securities, life and sinking fund policies, annuities, mortgages or charges or other property (heritable or moveable real or personal) by purchase, subscription, syndicate, participation, underwriting, tender, concession, grant, licence, lease, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee or underwrite the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership or tenure thereof as the case may be.
- (c) To sell, exchange, or otherwise dispose of, deal with, or turn to account, any of the shares, stocks, and others acquired or agreed to be acquired, and generally to vary the securities and investments of the Company from time to time.
- (d) To lend money with or without security to any parties and on such terms as may seem expedient or to make advances upon investments, to negotiate loans, to offer for public subscription or otherwise, and to assist in placing any investments and generally to advance and lend money and assets of all kinds.
- (e) To undertake and execute any trusts which the Company may think it expedient to undertake; and to act as agents, managers, secretaries, registrars, executors, factors or liquidators.
- (f) To guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business; and to undertake obligations of every kind and description upon such terms as the Company or its Directors may consider desirable, and by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) to secure and guarantee the performance by the Company or any other company of any obligation undertaken by the Company or any other company as the case may be.
- (g)/

- (g) To receive money on deposit, loan or otherwise, upon such terms as the Company may approve; and to carry on business as bankers and financiers and to undertake and carry out all such deals and transactions as any individual may lawfully undertake and carry out.
- (h) To purchase, feu, take on lease or in exchange or by other means acquire and hold any feudal, freehold, leasehold or other property or lands, tenements and hereditaments and any rights, privileges, servitudes and easements over or in respect of any property, and to manage, maintain, improve, develop and turn the same to account, to expend money in maintaining, improving or adding to the marketable value of same or in the demolition of buildings and other erections thereon, or in the erection thereon of buildings of such a nature and for such purposes as to the Directors may seem proper, and to sell, feu, sub-divide, let or otherwise dispose of, or deal with, all or any part of any such property or rights.
- (i) To purchase, take on lease, acquire and use for any purposes of the Company, any machinery, stock-in-trade and other property, rights, privileges and interests (including letters patent, licences, copy-rights, trade marks, secret processes, designs, goodwill and concessions), and other rights of whatever kind, real or heritable and personal or moveable or any of them; and to hold, exercise, develop, improve, sell, lease, hire, exchange, mortgage, alter, pledge or otherwise deal with or dispose of same.
- (j) To pay all preliminary expenses of the Company and of any company promoted or formed by the Company or of any company in which the Company or its shareholders is or are or may competently be interested.
- (k) To provide all requisite accommodation and facilities for the purposes of the Company.

(l)/

- (l) To purchase, lease, or otherwise acquire or undertake the whole or any parts of the business, undertaking, property and liabilities of any person or company carrying on or authorised to carry on any business which the company is authorised to carry on or which may be conducted so as directly or indirectly to benefit the Company or possessed of any property suitable for the purposes of the Company, or the stock, shares and debentures or other interest of or in any such company, or to amalgamate with any such company, and for the purpose of such amalgamation to transfer the undertaking of the Company to the company or companies with which it is being amalgamated or to accept the transfer to the Company of the undertaking of any such company or part thereof.
- (m) To pay for any purchase or acquisition in cash or by annual, perpetual or terminable payments, redeemable or irredeemable, or by bills of the Company, or by shares of the Company of any class, and whether fully paid up or partly paid up, or by debentures, debenture stock or other securities or acknowledgments of the Company or one or more of them or part of the one and part of the other or others or in any other way.
- (n) To borrow or raise or secure the payment of money for the purposes of the business of the Company in such manner as the Company or its Directors may think fit, and to issue bonds, debentures and debenture stock or other obligations or securities whether charged or not charged on the whole or any part of the property (present and future), assets or revenue of the Company, or its uncalled capital or by mortgage, pledge, conveyance, bond, assignation in security or other obligations of the Company, and to redeem, purchase or pay off such securities.
- (o) To draw, make, accept, execute, endorse, negotiate, discount, issue and deal in promissory notes, bills of exchange, drafts, warrants, cheques, mandates, coupons, bills of lading, shipping documents, dock or warehouse warrants and other negotiable or transferable documents.
- (p)/

- (p) To sell, dispose of, or transfer the business or undertaking of the Company, or any branch or part thereof or any property or assets thereof, in consideration of payment in cash or royalties or other perpetual or terminable payments, or in shares (partly or fully paid up) or debentures, debenture stock, or other securities of any other company or in one or other or all of such modes of payment or in such manner and for such consideration as the Company may think fit.
- (q) To promote or concur in promoting any companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (r) To enter into any partnership, arrangement for sharing of profits, union of interests, reciprocal concession or co-operation with any persons, companies or societies carrying on or about to carry on any business or branch of business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (s) To adopt such means of making known the business of and the services and facilities provided by the Company and keeping the same before the public as may seem expedient.
- (t) To remunerate any person, association, firm or company for services rendered or to be rendered to the Company or in or about the conduct of the Company's business, and that by cash payment or by allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (u) To grant pensions, allowances, gratuities and bonuses or other benefits or any share or interest in the profits of the Company's business or any part thereof and generally, so far as is lawful, to make voluntary or ex gratia payments either in money or moneysworth to directors or former/



former directors or employees or ex-employees of the Company, or of any subsidiary, allied or associated company, or of any company or business which is acquired by the Company, or to the widows or children or other dependants of such person, and to make or enter into arrangements for the provision or policies of life assurance or to purchase annuities for any such persons or otherwise to provide for them, and to establish and support or aid in the establishment or support of hospitals, dispensaries, places of recreation, institutions, clubs or organisations, calculated to benefit persons employed by the Company, and to support and subscribe and guarantee money to any public, trade, charitable, educational, religious or other object or to any exhibitions or exposition calculated to advance the interest of the Company or the persons employed by the Company or its predecessors in business of any associated or subsidiary company.

- (v) To distribute any of the property and assets of the Company among the members in specie (and, in particular, any shares, stocks, debentures or securities of other companies which belong to the Company or of which the Company has the right to dispose) but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (w) To obtain or assist in obtaining any Provisional Order or Act of Parliament or other necessary authority or sanction for enabling the Company to carry any of its objects into effect; or for effecting any modification of the Company's constitution; and to assist in procuring alterations in the law; and to oppose any Parliamentary or other proceedings which the Company may think adverse to its interest.
- (x) To acquire or obtain from any government or authority, supreme, municipal, local or otherwise, or any corporation, company or person, any charters, rights, privileges and concessions which may be conducive to any of the objects of the Company, and to accept, make payments under, carry out, exercise and comply with any such charters, rights, privileges and concessions.

(y)/

- (y) To procure the Company to be registered or established or authorised to do business in any part of the world.
- (z) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be deemed advisable to undertake with a view to development, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (aa) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or contractors, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (bb) To do all such other things which are or which the Company may consider to be incidental or conducive to the attainment of the above objects or any of them.

Declaring that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any person, partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and also that the objects expressed in each paragraph of this Clause shall be separate and independent objects of the Company and shall not (except where otherwise expressed in such paragraph) be limited or restricted in any way by reference to or by 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 £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 & DESCRIPTIONS OF  
SUBSCRIBERS.

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER.

*Neil Hunter*  
Neil Cameron Hunter  
Burgh House,  
7/9 King Street,  
Aberdeen. AB2 3AA.  
Solicitor.

*One*  
One

*Hartley*  
Hartley Wilson Lumsden,  
Burgh House,  
7/9 King Street,  
Aberdeen. AB2 3AA.  
Solicitor.

*One*  
One

Dated the Fourteenth day of April, Nineteen Hundred and  
Eighty-six.

Witness to the above Signatures:-

*Dorothy A McIntosh*

Dorothy Agnes McIntosh,  
Burgh House,  
7/9 King Street,  
Aberdeen. AB2 3AA.  
Legal Secretary.

THE COMPANIES ACT 1985.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PLACE D'OR 90 LIMITED.

1. The Regulations contained or incorporated in Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (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. 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.
3. The Directors are unconditionally authorised, for the purposes of Section 80 of the Companies Act 1985, 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 91 of the Companies Act 1985, Sub-section (1) of Section 89 of the Companies Act 1985 shall be excluded from applying to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

*Neil Hunter*

Neil Cameron Hunter  
Burgh House,  
7/9 King Street,  
Aberdeen. AB2 3AA.  
Solicitor.

*Hartley*

Hartley Wilson Lumsden,  
Burgh House,  
7/9 King Street,  
Aberdeen. AB2 3AA.  
Solicitor.

Dated the Fourteenth day of April, Nineteen Hundred and  
Eighty-six.

Witness to the above Signatures:-

*Dorothy A. McIntosh*

Dorothy Agnes McIntosh,  
Burgh House,  
7/9 King Street,  
Aberdeen. AB2 3AA.  
Legal Secretary.

# G

COMPANIES FORM No. 10

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

# 10

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

998984 5

Name of company

\* insert full name  
of company

\* PLACE D'OR 90 LIMITED.

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

Burgh House, 7/9 King Street, Aberdeen.  
Postcode AB2 3AA

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

Messrs. Peterkins, Advocates,  
Burgh House, 7/9 King Street, Aberdeen.  
Postcode AB2 3AA

Number of continuation sheets attached (see note 1)

-

Presenter's name address and  
reference (if any):

**PETERKINS**  
ADVOCATES  
Burgh House, 7/9 King Street  
Aberdeen AB2 3AA

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) <b>Neil Cameron Hunter</b>		Business occupation <b>Solicitor</b>
Previous name(s) (note 3)		Nationality <b>British</b>
Address (note 4) <b>The New House, Fettercairn,</b>		Date of birth (where applicable) (note 6)
<b>Kincardineshire,</b>		
	Postcode	
Other directorships † <b>Offshore Laboratory Services Ltd.</b>		
I consent to act as director of the company named on page 1		
Signature <i>Neil Hunter</i>		Date <b>15/4/86</b>

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) <b>Hartley Wilson Lumsden.</b>		Business occupation <b>Solicitor</b>
Previous name(s) (note 3)		Nationality <b>British</b>
Address (note 4) <b>21 Birch Avenue, Westhill,</b>		Date of birth (where applicable) (note 6)
<b>Skene, Aberdeenshire.</b>		
	Postcode	
Other directorships † <b>None.</b>		
I consent to act as director of the company named on page 1		
Signature <i>Hartley Wilson</i>		Date <b>15/4/86</b>

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not  
write in  
this margin

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

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 3 & 7) <b>Peterkins</b>		
Previous name(s) (note 3)		
Address (notes 4 & 7) <b>Burgh House, 7/9 King Street, Aberdeen.</b>		
		Postcode <b>AB2 3AA</b>
I consent to act as secretary of the company named on page 1		
Signature <i>[Signature]</i>		Date <b>15th April, 1986.</b>

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is  
signed by the  
subscribers

<del>Signature of agent on behalf of subscribers</del>	<del>Date</del>
--	-----------------

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

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

Signed <i>[Signature]</i>	Date <b>15/4/86</b>
Signed <i>[Signature]</i>	Date <b>15/4/86</b>
Signed	Date
Signed	Date
Signed	Date
Signed	Date



Company Number 98884

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

PLACE D'OR 90 LIMITED

SPECIAL RESOLUTION

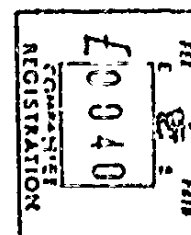
At an Extraordinary General Meeting of the Members of the above Company duly convened and held at Aberdeen on the Eighteenth day of July, Nineteen Hundred and Eighty six, the following Resolution was duly passed as a Special Resolution:-

That the name of the Company be and is hereby changed to Algarve Property Holdings Limited.

.....  
Director

RES. FILE  
NO ACTION TAKEN

644  
2 644





## **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

**Company Number**

98884

**I hereby certify that**

**PLACE D'OR 90 LIMITED**

**having by special resolution changed its name, is now  
incorporated under the name of**

**KING STREET NOMINEES LIMITED**

**Signed at Edinburgh**

**23 February 1987**

**Registrar of Companies**

Company Number 98884

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

PLACE D'OR 90 LIMITED

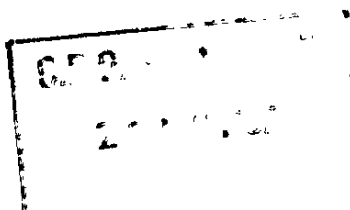
SPECIAL RESOLUTION

At an EXTRAORDINARY GENERAL MEETING of the Members of the above company duly convened and held at Aberdeen on 23 January 1987 the following resolution was duly passed as a special resolution:-

That:

- (a) the provisions of the memorandum of association of the company be altered by the deletion of Clause 3 and the substitution thereof of the new Clause 3 all as contained in the print of the memorandum of association submitted to this meeting and subscribed by the chairman thereof for identification as relative hereto; and
- (b) the name of the company be and is hereby changed to King Street Nominees Limited.

*N. M. M. M.*  
.....  
Director



THE COMPANIES ACT 1985

98884/8

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KING STREET NOMINESS LIMITED  
(as amended on 23 January 1987)

- 1 The name of the company is KING STREET NOMINEES LIMITED.
- 2 The registered office of the company will be situated in Scotland.
- 3 The objects for which the company is established are:-
  - (a) To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee of, or for, any person, company, corporation, association, scheme, trust fund, government state, municipal or other body politic or corporate.



- (b) To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations, securities, life and sinking fund policies, annuities, mortgages or charges or other property (heritable or moveable real or personal) by purchase, subscription, syndicate, participation, underwriting, tender, concession, grant, licence, lease, exchange or otherwise, and to guarantee or underwrite the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership or tenure thereof as the case may be.
- (c) To sell, exchange, or otherwise dispose of, deal with, or turn to account, any of the shares, stocks, and others acquired or agreed to be acquired, and generally to vary the securities and investments of the company from time to time.
- (d) To lend money with or without security to any parties and on such terms as may seem expedient or to make advances upon investments, to negotiate loans, to offer for public subscription or otherwise, and to assist in placing any investments and generally to advance and lend money and assets of all kinds.
- (e) To undertake and execute any trusts which the Company may think it expedient to undertake; and to act as agents, managers, secretaries, registrars, executors, factors or liquidators.
- (f) To guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business; and to undertake obligations of every kind and description upon such terms as the Company or its directors may consider desirable, and by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) to secure and guarantee the performance by the Company or any other company of any obligation undertaken by the Company or any other company as the case may be.

- (g) To receive money on deposit, loan or otherwise, upon such terms as the Company may approve; and to carry on business as bankers and financiers and to undertake and carry out all such deals and transactions as any individual may lawfully undertake and carry out.
- (h) To purchase, feu, take on lease or in exchange or by other means acquire and hold any feudal, freehold, leasehold or other property or lands, tenements and hereditaments and any rights, privileges, servitudes and easements over or in respect of any property, and to manage, maintain, improve, develop and turn the same to account, to expend money in maintaining, improving or adding to the marketable value of same or in the demolition of buildings and other erections thereon, or in the erection thereon of buildings of such a nature and for such purposes as to the directors may seem proper, and to sell, feu, sub-divide, let or otherwise dispose of, or deal with, all or any part of any such property or rights.
- (i) To purchase, take on lease, acquire and use for any purposes of the Company, any machinery, stock-in-trade and other property, rights, privileges and interests (including letters patent, licences, copy-rights, trade marks, secret processes, designs, goodwill and concessions), and other rights or whatever kind, real or heritable and personal or moveable or any of them; and to hold, exercise, develop, improve, sell, lease, hire, exchange, mortgage, alter, pledge or otherwise deal with or dispose of same.
- (j) To pay all preliminary expenses of the Company and of any company promoted or formed by the Company or of any company in which the Company or its shareholders is or are or may competently be interested.
- (k) To provide all requisite accommodation and facilities for the purposes of the Company.
- (l) To purchase, lease or otherwise acquire or undertake the whole or any parts of the business, undertaking, property and liabilities of any person or company carrying

on or authorised to carry on any business which the Company is authorised to carry on or which may be conducted so as directly or indirectly to benefit the Company or possessed of any property suitable for the purposes of the Company, or in any such company, or to amalgamate with any such company, and for the purpose of such amalgamation to transfer the undertaking of the Company to the company or companies with which it is being amalgamated or to accept the transfer to the Company of the undertaking of any such company or part thereof.

- (m) To pay for any purchase or acquisition in cash or by annual, perpetual or terminable payments, redeemable or irredeemable, or by bills of the Company, or by shares of the Company of any class, and whether fully paid up or partly paid up, or by debentures, debenture stock or other securities or acknowledgments of the Company or one or more of them or part of the one and part of the other or others or in any other way.
- (n) To borrow or raise or secure the payment of money for the purposes of the business of the Company in such manner as the Company or its directors may think fit, and to issue bonds, debentures and debenture stock or other obligations or securities whether charged or not charged on the whole or any part of the property (present and future), assets or revenue of the Company, or its uncalled capital or by mortgage, pledge, conveyance, bond, assignation in security or other obligations of the Company, and to redeem, purchase or pay off such securities.
- (o) To draw, make, accept, execute, endorse, negotiate, discount, issue and deal in promissory notes, bills of exchange, drafts, warrants, cheques, mandates, coupons, bills of lading, shipping documents, dock or warehouse warrants and other negotiable or transferable documents.
- (p) To sell, dispose of, or transfer the business or undertaking of the Company, or any branch or part thereof or any property or assets thereof, in consideration of payment in cash or royalties or other perpetual or terminable

payments, or in shares (partly or fully paid up) or debentures, debenture stock, or other securities of any other company or in one or other or all of such modes of payment or in such manner and for such consideration as the Company may think fit.

- (q) To promote or concur in promoting any companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (r) To enter into any partnership, arrangement for sharing of profits, union of interests, reciprocal concession or co-operation with any persons, companies or societies carrying on or about to carry on any business or branch of business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (s) To adopt such means of making known the business of and the services and facilities provided by the Company and keeping the same before the public as may seem expedient.
- (t) To remunerate any person, association, firm or company for services rendered or to be rendered to the Company or in or about the conduct of the Company's business, and that by cash payment or by allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (u) To grant pensions, allowances, gratuities and bonuses or other benefits or any share or interest in the profits of the Company's business or any part thereof and generally, so far as is lawful, to make voluntary or ex gratia payments either in money or moneysworth to directors or former directors or employees or ex-employees of the company, or of any subsidiary, allied or associated company, or of any company or business which is acquired by the Company, or to the widows or children or other dependants of such person, and to make or enter into arrangements for the provision or policies of life assurance or to purchase annuities for any such persons or



otherwise to provide for them, and to establish and support or aid in the establishment or support of hospitals, dispensaries, places of recreation, institutions, clubs or organisations, calculated to benefit persons employed by the Company, and to support and subscribe and guarantee money to any public, trade, charitable, educational, religious or other object or to any exhibitions or exposition calculated to advance the interest of the Company or the persons employed by the Company or its predecessors in business of any associated or subsidiary company.

- (v) To distribute any of the property and assets of the Company among the members in specie (and, in particular, any shares, stocks, debentures or securities of other companies which belong to the Company or of which the Company has the right to dispose) but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (w) To obtain or assist in obtaining any Provisional Order or Act of Parliament or other necessary authority or sanction for enabling the Company to carry any of its objects into effect; or for effecting any modification of the Company's constitution; and to assist in procuring alterations in the law; and to oppose any Parliamentary or other proceedings which the Company may think adverse to its interest.
- (x) To acquire or obtain from any government or authority, supreme, municipal, local or otherwise, or any corporation, company or person, any charters, rights, privileges and concessions which may be conducive to any of the objects of the Company, and to accept, make payments under, carry out, exercise and comply with any such charters, rights, privileges and concessions.
- (y) To procure the Company to be registered or established or authorised to do business in any part of the world.

- (z) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be deemed advisable to undertake with a view to development, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (aa) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or contractors, and either along or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (bb) To do all such other things which are or which the Company may consider to be incidental or conducive to the attainment of the above objects or any of them.

Declaring that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any person, partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and also that the objects expressed in each paragraph of this Clause shall be separate and independent objects of the Company and shall not (except where otherwise expressed in such paragraph) be limited or restricted in any way by reference to or by 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 £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 & DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
---	---

Neil Cameron Hunter  
Burgh House  
7/9 King Street  
Aberdeen AB2 3AA  
Solicitor

One

Hartley Wilson Lumsden  
Burgh House  
7/9 King Street  
Aberdeen AB2 3AA  
Solicitor

One

Dated the Fourteenth day of April, Nineteen Hundred  
and Eighty six

Witness to the above Signatures:-

Dorothy Agnes McIntosh  
Burgh House  
7/9 King Street  
Aberdeen AB2 3AA  
Legal Secretary

What is contained on this and the seven preceding  
pages is a print of the Memorandum of Association  
amended by Special Resolution of the members of the  
company passed at an Extraordinary General Meeting on  
23 January 1987.

*Neil Hunter*  
.....  
Chairman

Company Number 98884

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

KING STREET NOMINEES LIMITED

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the Members of the above company duly convened and held at Aberdeen on the Thirty first day of March, Nineteen Hundred and Eighty seven, the following resolution was duly passed as a special resolution:-

That in accordance with Section 252 of the Companies Act 1985 the company shall be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

Huber.  
.....  
Director

1970  
Th.



Department of Trade and Industry

**COMPANIES REGISTRATION OFFICE**

102 George Street Edinburgh EH2 3DJ

Telephone 031-225 5774 and 4458 ext 142 *S7 79*

ST. MARNOCK COURT LIMITED  
140 WEST GEORGE STREET  
GLASGOW  
G2 2HG

Your reference

Our reference DISS5/  
098584

Date  
26 April 1988

**COMPANIES ACT 1985**

In pursuance of section 652(3) of the Act the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of the company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

*PP* *Margaret Strong*  
J. W. LACE  
for Registrar of Companies

DISS5

Company Number 98804

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

KING STREET NOMINEES LIMITED

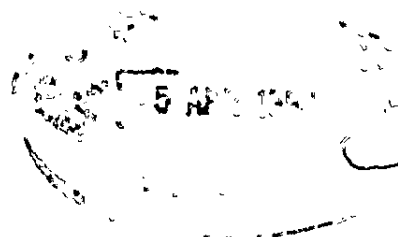
**SPECIAL RESOLUTION**

At an Extraordinary General Meeting of the Members of the above company duly convened and held at Aberdeen on the Thirty-first day of March, Nineteen Hundred and Ninety-four the following resolution was duly passed as a special resolution:-

That in accordance with Section 252 of the Companies Act 1985 the company shall be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

*Nbri [Signature]*

.....  
Director



Company Number 98884

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

KING STREET NOMINEES LIMITED

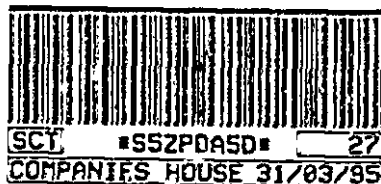
**SPECIAL RESOLUTION**

At an Extraordinary General Meeting of the Members of the above company duly convened and held at Aberdeen on the Thirty-first day of March, Nineteen Hundred and Ninety-five, the following resolution was duly passed as a special resolution:-

That in accordance with Section 252 of the Companies Act 1985 the company shall be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

*NGH [Signature]*

Director



*[Handwritten mark]*