



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

Company No. 162417

The Registrar of Companies for Scotland hereby certifies that

**ELLORED CONSULTANTS LIMITED**

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

Given at Companies House, Edinburgh, the 29th December 1995



\*NSC162417C\*

2 41 811 673

Registrar Of Companies



**C O M P A N I E S H O U S E**

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

Please do not  
write in  
this margin

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

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

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

1111

180117

Name of company

\* Ellored Consultants Limited

\* insert full  
name of Company

I, MS O MISERIA

of SCF (UK) LIMITED

SCORPIO HOUSE, 102 SYDNEY STREET, CHELSEA, LONDON, SW3 6NJ.

† delete as  
appropriate

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 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  
199 PICADILLY, LONDON, W1V 9LE

Declarant to sign below

the 18 day of 12

One thousand nine hundred and 95

before me MESSRS BULL & BULL, SOLICITORS

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

OF SIMON BULL, B.L.  
A COMMISSIONER FOR OATHS  
BY VIRTUE OF S113 OF THE  
COURTS AND LEGAL SERVICES  
ACT 1990.

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

SCF (UK) Ltd.  
Scorpio House.  
102, Sydney Street.  
London SW3 6NJ

For official Use  
New Companies Section



1000/2 1000/20

(1)

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

1000/20

MEMORANDUM OF ASSOCIATION  
OF  
Ellored Consultants  
LIMITED

- (1) THE COMPANY'S NAME IS:  
Ellored Consultants LIMITED.
- (2) THE COMPANY'S REGISTERED OFFICE IS TO BE LOCATED IN  
ENGLAND & WALES.
- (3) THE COMPANY'S OBJECTS ARE:
- (A) TO MARKET, DISTRIBUTE, BUY, SELL, ACT AS WHOLESALE AND/  
OR RETAILER FOR; ALL TYPES OF GOODS AND COMMODITIES.  
TO PROVIDE MARKETING & MANAGEMENT CONSULTANCY,  
MARKETING & MANAGEMENT SERVICES AND/OR ANY OTHER  
GOODS AND/OR SERVICES DEEMED TO BE IN THE INTERESTS  
OF THE COMPANY BY THE BOARD OF DIRECTORS.
- (B) TO COMMENCE ANY OTHER BUSINESS OR TRADE THAT IS DEEMED  
APPROPRIATE BY THE BOARD, WHETHER OR NOT SUCH BUSINESS  
OR TRADE IS ANCILLIARY AND/OR COMPLEMENTARY, ONCE THE  
BOARD ADJUDGES IT TO BE IN THE GENERAL INTERESTS OF THE  
SAID UNDERTAKING.
- (C) TO PURCHASE OR OTHERWISE ACQUIRE ANY INTEREST IN REAL OR  
PERSONAL PROPERTY INCLUDING; EASEMENTS, RIGHTS OF WAY,  
CONCESSIONS, LICENCES, MORTGAGES, LEASES, OR TO SELL, HIRE,  
RENT, SURRENDER OR ACCEPT SURRENDER, OR OTHERWISE DEAL  
WITH FREEHOLD, LEASEHOLD OR ANY OTHER LEGAL TITLE, OR TO  
PURCHASE OR OTHERWISE ACQUIRE, PLANT AND/OR MACHINERY,  
PATENTS, INDUSTRIAL AND/OR COMMERCIAL PROCESSES AS IS  
ADJUDGED BY THE BOARD TO BE IN THE INTERESTS OF THE  
COMPANY.



(2)

- (d) To erect, build, manufacture, construct, adapt, alter, let on hire, re-model, repair, assemble, pull down, dismantle, enlarge, remove or replace any; shops, stores, offices, warehouses, factories, railways, office equipment, factory plant and material, roads, pathways, or anything else which may be advantageous or convenient to the Company and to subsidise or make such contribution, either directly or indirectly, or to maintain any of the above in anyway deemed to be in the best interests of the Company by the board of Directors.
- (e) To act as wholesaler, retailer or purchase, sell, import or export any goods, services or property, and to give such undertakings, guarantees, part-exchanges as are appropriate in the circumstances and that will be in the best interest of the Company as adjudged by the Board of Directors.
- (f) To borrow or raise money or ensure such facilities in connection with the Company's business with such security and at such interest rates as may be considered expedient in all the circumstances, in particular the aforementioned can be secured by; mortgage, charge, bond, by using the uncalled capital of the Company, the issue of shares either at par, market or discount value, with such terms, preferences, privileges as are considered appropriate, the issue of debentures, either permanent, repayable or redeemable and further by, or separately to the above, any trust deed or other legal assurance which is acceptable to any individual, bank, finance house, company, building society or other legitimate lending body.
- (g) To provide credit, act as a guarantor, and/or advance money to customers, firms, companies and others, with or without security, and on such terms as may be deemed appropriate, and to ensure that such advances/guarantees will be honoured if then the agreed terms have been satisfied.
- (h) To receive money or deposit or loan, on such terms as the Company may agree and to generally act as bankers to firms, companies, customers and others.
- (i) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company, it's subsidiaries, or predecessors, or the dependents of such persons, and to establish and maintain or concur in the upkeep of trusts, funds or schemes (whether contributory or non-contributory) for the purpose of providing pensions and funds for the aforesaid and their dependents.
- (j) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments of all kinds including; bills of exchange and promissory notes.

(3)

- (k) To invest and deal with money not immediately required by the Company for its business to be invested in other areas to be determined by the Company deemed appropriate in the circumstances by the Board of Directors.
- (l) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or Company formed to carry on, or possessed of such real or personal property of rights suitable for the purposes of the Company, and to pay for such in cash (by installments or otherwise), securities, fully or partly paid up shares or by any other method, on such terms and for such time period thought suitable.
- (m) To accept payment for any property or rights disposed of by the Company on such terms and by such method as seems suitable in the circumstances including; the right to accept stock/shares in another Company or Corporation, with or without preferential rights, debentures, mortgage debentures or any other security approved by the Company.
- (n) To amalgamate, co-operate, come to an arrangement or partnership with any firm, company or person that may benefit the business of this Company, and on such terms and for such time period as may be approved and to acquire, sell hold or dispose of any real or personal property, shares, stock or other interests in any such body and to guarantee the contracts or liabilities of and/or assist such inkeeping with the approval terms.
- (o) To sell and in any other manner deal with or dispose of the Company or any of the property, rights and assets, for such consideration and on such terms that may be approved, including the right to manage, improve, turn to account, exchange, rent, share of profits or to grant licences, easements, privileges or other interests and to apply, for register, purchase or by any other means acquire and protect and renew trade marks, patents, licences, concessions and designs.
- (p) To pay all and any expenses incurred in connection with the promotion, function, formation and incorporation of this company.
- (q) To distribute any property in specie among any members of the Company.
- (r) To do all or any of the aforementioned in any part of the world as principals, agents, trustees, contractors or otherwise, either alone or with others either by or through agents, trustees, or otherwise.
- (s) To do all other things that are incidental or conducive to the attainment of the above rights.

(4)

It is hereby expressly declared that each of the foregoing paragraphs shall be construed independently of the other paragraphs hereof, and that none of the objects mentioned in any paragraph shall be deemed to be merely subsidiary to the objects mentioned in any of the other paragraphs.

- (5) The Company's share capital is £ 1000 , divided into 1000 shares of £1.00 each.

☆ ☆

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

## NAMES & ADDRESSES OF SUBSCRIBERS

SCF (UK) LIMITED  
SCORPIO HOUSE,  
102, SYDNEY STREET,  
CHELSEA,  
LONDON, SW3 6NJ.  
PP

ONE ORDINARY SHARE

SCF SECRETARIES LIMITED LIABILITY COMPANIES  
AMERICAN NATIONAL BANK BUILDING  
1912 CAPITAL AVENUE, CHEYENNE  
WYOMING  
82001, USA.  
PP

ONE ORDINARY SHARE

TOTAL SHARES TAKEN

~~TWO ORDINARY SHARES~~

Witness: Nicki Tomie  
102, Sydney Street  
Chelsea, London.  
SW3 6NJ

DATED: 18/12/95

(5)

THE COMPANIES ACT 1985

160667

COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION



- (1) Save as otherwise indicated, the regulations contained or incorporated in Table A in the The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
- (2) Regulations 8,64,76,77 and 113 of Table A shall not apply to the Company.
- (3) The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- (4) At the date of the adoption of these Articles the capital of the Company is £1,000 divided into 1,000 ordinary shares of £1.00 each.
- (5) CAPITAL  
Subject to Article 6 hereof, the Directors of the Company shall within a period of not more than 5 years from the date of the incorporation, have the authority to exercise the Company's power to allot, grant options over or otherwise deal with or dispose of any relevant securities (as defined by S.80(2) of the Companies Act, 1985) of the Company to such persons and as such items and conditions that the Directors deem appropriate.
- (6) (a) Sections 89(1), 90(1) to (6) of the Companies Act, 1985, shall not apply in relation to the issue of any equity securities by the Company but are substituted by Article 6 (sub- paragraph) (b) hereof.

(6)

- (6) (b) Save as otherwise directed by the company in a general meeting all shares allotted pursuant to Article 5 hereof must first be offered to the members of the Company in as near a proportion as possible to the existing shares held by them and that such offer shall be made by notice in writing stating the number of shares to which each member is entitled and limiting a time period of not less than 21 days for the entitled and limiting a time period of not accepted it will be deemed to have been declined and the Directors may, subject to these Articles, allot or otherwise dispose of the said shares in a manner which they deem most beneficial to the interests of the Company. If, however, the Directors are of the opinion that the shares cannot be conveniently offered to the members as hereinbefore provided they otherwise dispose, allot, or grant options over the same to such persons and on such terms as they think appropriate.
- (7) LIEN The lien conferred by Regulation 8 Table A of the Companies Act, 1985, on shares and dividends shall also apply to fully paid up shares and dividends registered in the name of any person in respect of all money owed by such person to the Company on whatever basis, whether he is the sole registered holder or one or two or more thereof, or however held.
- (8) TRANSFER OF SHARES Without assigning any reason the Directors may, with absolute discretion, decline to register any transfer of any share or shares whether or not, it or they, are fully paid up. The first sentence of Regulation 24 of Table A of the Companies Act, 1985, is accordingly not applicable.
- (9) PROCEEDINGS AT GENERAL MEETINGS There shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the company (S.372(3) of the Companies Act, 1985, with Regulation 38 of Table A modified and the second sentence of regulation 59 of Table A be Deleted)
- (10) DIRECTORS There must be at least one Director but no maximum number of Directors unless and until decided by the Company in a general meeting. If there is a sole Director such Director such director will have all the powers and authorities granted by these Articles and Table A of the Companies Act, 1985, as if there were two or more Directors with Regulations 89 and 90 modified accordingly. The first Directors of the Company shall be the person or persons named in the statement to the Registrar of Companies prior to the formation of the Company pursuant to S.10 of the Companies Act, 1985, and such Directors need not hold shares in the Company but shall, nevertheless, be entitled to receive notice and attend all the meetings of the Company.
- (11) The Company shall not be subject to S.293 of the Companies Act, 1985, and, therefore, any person can be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his Director by reason of his attaining or having attained the age of 70 years.



(7)

(12) No Director shall be subject to retirement by rotation and a Director can only be elected at a general meeting unless:

(a) he is recommended by the Directors; or

(b) not less than 15 or more than 35 clear days before the date of the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

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### NAMES & ADDRESSES OF SUBSCRIBERS

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SCF (UK)LIMITED  
SCORPIO HOUSE,  
102, SYDNEY STREET,  
CHELSEA,  
LONDON, SW3 6NJ.  
PP

SCF SECRETARIES LIMITED LIABILITY COMPANY  
AMERICAN NATIONAL BANK BUILDING  
1912 CAPITAL AVENUE, CHEYENNE  
WYOMING  
82001 USA,  
PP

DATED: 18/12/95

Witness:  
Nicki Tolmie,  
102, Sydney Street,  
Chelsea,  
London, SW3 6NJ.

*Please complete in typescript,  
or in bold black capitals.*

## First directors and secretary and intended situation of registered office

Notes on completion appear on final page

100117

**Company Name in full**

Ellored Consultants Limited



\*F010001H\*

**Proposed Registered Office**

60A Brown Street

(PO Box numbers only, are not acceptable)

Post town

Dundee

County / Region

Scotland

Postcode

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

☐

Agent's Name

SCF (UK) LIMITED

Address

SCORPIO HOUSE

102 SYDNEY STREET

Post town

CHELSEA

County / Region

LONDON

Postcode

SW3 6NJ

Number of continuation sheets attached

☐

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

SCF (UK) LIMITED	
SCORPIO HOUSE	
102 SYDNEY STREET LONDON SW3 6NJ	
DX number	DX exchange 0171 352 2274



SCT \*SEIMYHI7\* 115  
COMPANIES HOUSE 21/12/95

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

DX 235 Edinburgh

## Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname		SCF SECRETARIES LIMITED LIABILITY COMPANY	
Previous forename(s)			
Previous surname(s)			
Address		AMERICAN NATIONAL BANK BUILDING	
Usual residential address		1912 CAPITAL AVENUE	
Post town			
County / Region	CHEYNNE	Postcode	
Country	USA		
I consent to act as Secretary of the company named on page 1			
Consent signature		Date 18/12/95	

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc		
Forename(s)				
Surname		SCF (UK) LIMITED		
Previous forename(s)				
Previous surname(s)				
Address		SCORPIO HOUSE		
Usual residential address		102 SYDNEY STREET		
Post town		CHELSEA		
County / Region	LONDON	Postcode	SW3 6NJ	
Country				
Date of birth		Day 10	Month 08	Year 94
Business occupation		REGISTRATION AGENT		
Other directorships				
I consent to act as Director of the company named on page 1				
Consent signature		Date 18/12/95		

# Directors (continued) (see notes 1-5)

<b>NAME</b>	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
	<b>Address</b>			
<b>Usual residential address</b>				
For a corporation, give the registered or principal office address.				
	Post town			
	County / Region		Postcode	
	Country			
	Day	Month	Year	
	Date of birth		Nationality	
	Business occupation			
	Other directorships			
	I consent to act as director of the company named on page 1			
	Consent signature		Date	

This section must be signed by

*Either*

an agent on behalf  
of all subscribers

Signed



Date

18/12/95.

Or the subscribers

Signed

Date

(i.e. those who signed  
as members on the  
memorandum of  
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.