

No. of Company 1003248/1

Form No. 41
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company CALDEY ISLAND ESTATE COMPANY Limited

I, MICHAEL HARVEY PENTY
of 51, High Street,
..... Hampton in the London Borough of Richmond upon Thames

Do solemnly and sincerely declare that I am (see note (a) below) a Solicitor of the
..... Supreme Court engaged in the formation of Caldey Island
..... Estate Company
..... 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 Weybridge
.....
.....

the 11th day of February
one thousand nine hundred and seventy-one
before me.

P. J. McNamara Ryan
A Commissioner for Oaths (see note (b) below)

- (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 "a person named in the articles of association as a secretary"

- (b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

Presented by:

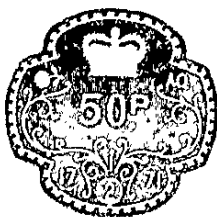
Presenter's reference:

COZENS & MOYER
51, High Street
Hampton, Middlesex.
87 CHANCERY LANE
HOLBORN W.C.2
MHP/12223.



DUNN & DUNCAN
87 CHANCERY LANE, W.C.2
HOLBORN 7215

150



Statement of nominal capital

Made pursuant to Section 112 of the Stamp Act 1891

Name of Company **CALDEY ISLAND ESTATE COMPANY** ~~LONDON~~

The nominal capital of the above company is £ 100 0 0

Signature *M. Henry*

Description Solicitor engaged in the
formation of the above
Company.

Date February 1971.

NOTES

The stamp duty on the nominal capital is 10s. (50p) 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.



Presented by:

COZENS & MCDONNAN,
51 High Street
LONDON
W.C.2.
87 CHANCERY LANE.
HOLborn 7215

DUNN & DUNCAN,
87 CHANCERY LANE, W.C.2.
HOLborn 7215

Presentor's reference: MHP/12223.

Stamps
/ LCS 303

UNLIMITED COMPANY HAVING A SHARE CAPITAL ✓

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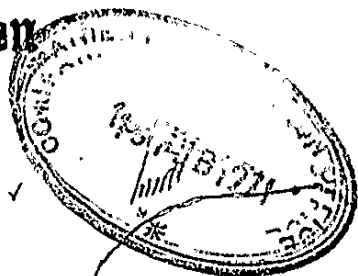
1003248

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Memorandum of Association

- OF -

CALDEY ISLAND ESTATE COMPANY ✓



1. The name of the Company is "CALDEY ISLAND ESTATE COMPANY". ✓

2. The Registered Office of the Company will be situate in England. ✓

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

- (a) To purchase, take on lease or in exchange, or otherwise acquire, hold, manage, work, develop the resources of, and turn to account any estates, lands, buildings, tenements, and other real property of every description, whether of freehold, including enfranchised copyhold, leasehold or other tenure and wheresoever situate, and any interests therein and any rights connected therewith.
- (b) To carry on all or any of the trades and businesses of farmers, graziers, breeders of and dealers in live stock, market gardeners, arboriculturists, agriculturists, horticulturists, and dairy-men, and any other trade or business in connection with arboriculture, agriculture or horticulture.
- (c) To construct, hire, purchase, otherwise acquire and work ships and vessels of any class, and to establish and maintain lines or regular services of ships or other vessels, and generally to carry on the business of shipowners, and to enter into contracts for the carriage of mails, passengers, goods and cattle by any means, and either by its own vessels and other forms of transportation, or by or over the vessels, and modes of transportation of others.
- (d) To construct, purchase, take on lease, or

preparing, or packing any of the products in which the company is authorised to deal, or which may be required by customers of or persons having dealings with the company.

- (g) To carry on the business of manufacturers of and dealers in all kinds of tea, coffee, cocoa, and other food beverages and preparations.
- (h) To carry on the business 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.
- (i) 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.
- (j) 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.
- (k) 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.
- (l) 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.
- (m) 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.

- (n) To invest and deal with the moneys of the Company not immediately required for the purpose of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (o) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (p) 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.
- (q) 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.
- (r) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (s) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (t) 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.
- (u) 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.

- (v) 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.
- (w) 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.
- (x) To distribute any property of the Company in specie among the members.
- (y) So long as the company shall be an unlimited company to accept surrender of shares by members whether for valuable consideration or otherwise and generally to acquire, purchase and deal in any shares or securities of the company in any manner that the company may consider desirable.
- (z) 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.

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 (in words) |
|--|--|
| <p>Michael Penty Sg A Amman Street Old Isleworth Middlesex - Solicitor</p> <p>John Amman 12 Amman Road Hampton, Middlesex Solicitor</p> | <p>one</p> <p>One</p> |

DATED this Eleventh day of February, 1971.

WITNESS to the above signatures :-

I. M. Baker
2 Park
Close
Hampton, Middlesex

Secretary.

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1003248/4

THE COMPANIES ACTS, 1948 to 1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

Articles of Association

- OF -

GALDEY ISLAND ESTATE COMPANY.

PRELIMINARY.

1. For the purpose of registration the number of members which the Company propose to be registered is twenty but the Directors may from time to time register an increase of members.

2. 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: viz. Clauses in Part I of Table A numbered 24, 40 to 46, 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.

3. 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. ✓

CAPITAL.

4. The Share Capital of the Company is £100 divided into 100 ordinary shares of £1 each.

SHARES.

5. 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.

6. Any member may with the consent of the directors surrender any of his shares to the company either for a cash payment or in consideration of the issue of any securities of or shares in the company or for any other

consideration approved by the directors, and on such terms as may be agreed by him and them, or by way of voluntary gift, and the directors may accept any such surrender and carry into effect the terms on which it is made. Any shares so surrendered may be cancelled or (if the directors think fit) re-issued.

LIEN.

7. 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.

8. 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.

DIRECTORS.

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

10. 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.

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

12. 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.

ALTERATION OF CAPITAL.

13. The Company may by ordinary resolution:-

- (a) Increase the share capital to such sum to be divided into shares of such amount as the resolution may prescribe;
- (b) Consolidate its shares into shares of a larger amount than its existing shares;
- (c) Sub-divide its shares of a smaller amount than its existing shares;
- (d) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- (e) Reduce its share capital in any way.

WINDING UP.

14. 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 SECRETARY. AND FIRST DIRECTORS

15. The first Secretary of the Company shall be EDMUND MARSHALL KEENE

16. The first Directors of the Company shall be JAMES RODNEY WICKSTEED, JOHN ROBERT, GEOFFREY XAVIER PEATE, and DAVID RUSCOMBE-KING.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Michael Bentley
59A Church Street,
Old Islington
Middlesex — Solicitor

John Lang
12 Brunswick Road
Hampton, Middlesex
Solicitor.

DATED this Eleventh day of February, 1971.

WITNESS to the above signatures :-

Jim Baker
2 Park Close
Hampton
Middlesex
Secretary

✓

UNLIMITED COMPANY HAVING A
SHARE CAPITAL

Memorandum
— and —
Articles of Association
—OF—
CALDEY ISLAND ESTATE COMPANY

Incorporated the day
of , 1971.

WE HEREBY CERTIFY THAT
THIS MEMORANDUM AND
ARTICLES OF ASSOCIATION HAS
BEEN PRINTED BY THE PROCESS
OF TYPE-LITHOGRAPHY.

Quinn Duncanson
87 Chancery Lane
WC2

JOZENS & MOXON,
SOLICITORS,
51, HIGH STREET,
HAMPTON, MIDDX



CERTIFICATE OF INCORPORATION

No. 1003248

I hereby certify that

CALDEY ISLAND ESTATE COMPANY

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

Given under my hand at London the **24TH FEBRUARY 1971.**


(F. L. KNIGHT)

Assistant Registrar of Companies