

GPlease do not
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The Companies Acts 1948 to 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976

41

on application for registration of a company
pursuant to section 15(2) of the Companies
Act 1948 as amended by the Companies Act 1976

Company number

1315755Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

ROBIN SYMES

Limited *

* delete if
inappropriate

I, MARTIN DUDLEY CASEY
of 71 NEW OXFORD STREET
LONDON WC1A 1DN

do solemnly and sincerely declare that I am

[a solicitor of the Supreme Court (†) engaged in the formation]*

† In Scotland
'a Solicitor'[a person named as a director/secretary of the company in the statement delivered under section 21
of the Companies Act 1976] *of ROBIN SYMES Limited

and that all the requirements of the Companies Acts 1948 to 1976 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 10 SOHO SQUARELONDON W1the 4th day of MAYOne thousand nine hundred and seventy sevenbefore me [Signature]

A Commissioner for Oaths†

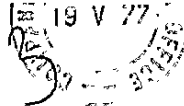
† or Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths

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

For official use
General section

Post room

1315755



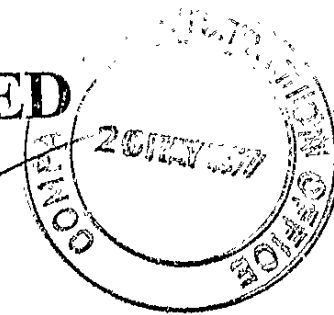
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

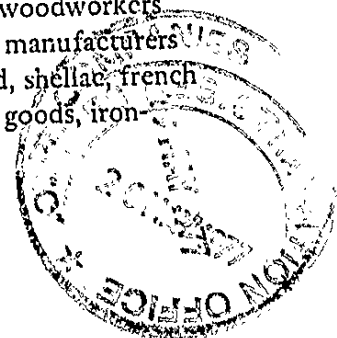
Memorandum of Association

OF

ROBIN SYMES LIMITED



1. The name of the Company is "ROBIN SYMES LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (a) To carry on all or any of the businesses of antique dealers and art dealers and to buy, sell, restore, renovate, repair, value and deal in personal property of all kinds, including sculptures, paintings, engravings, photographs, prints, pictures, etchings, sketches, models, bronzes, furniture, draperies, coins, stamps, vases, trinkets, Objets d'Art, jewellery, silver, gold and metal antiques and articles of a similar description of every kind and to establish, maintain, manage, promote and contribute to exhibitions, art galleries, collections and to undertake agencies in connection therewith.
 - (b) To carry on business as furniture restorers, picture restorers, upholsterers, joiners, carpenters, picture frame makers, cabinet makers, goldsmiths, silversmiths, and woodworkers generally; as wood and timber merchants and manufacturers of and dealers in mouldings, veneers, plywood, shellac, french polish, tools of all kinds, plastic goods, metal goods, ironmongery, hardware and similar goods.



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned



shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

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

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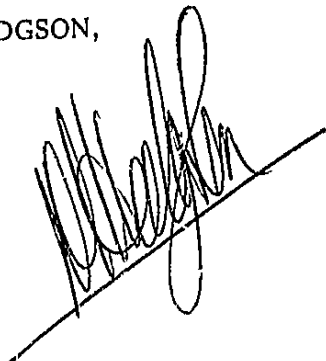
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 MARTIN DUDLEY CASEY, 71 New Oxford Street, London, WC1A 1DN. Clerk.	One
 RODNEY CHARLES COMITTI, 71 New Oxford Street, London, WC1A 1DN. Clerk. 	One

DATED the 4th day of January 1977.

WITNESS to the above signatures :—

DAVID STEWART HODGSON,
71 New Oxford Street,
London, WC1A 1DN.



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

Articles of Association

OF

ROBIN SYMES LIMITED

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :— 22, 24, 53, 58, 75, 79, 84(2), 84(4), 88, 89, 90, 91, 92, 110, 123, 124, 126 and 130. Clause 6 of Part II of the said Table "A" shall also not apply.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Companies Act 1948.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

8. The instrument of transfer of any fully-paid share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS.

9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY.

10. Subject to Section 21(5) of the Companies Act 1976, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

DIRECTORS.

11. The number of Directors shall not be less than two nor more than seven. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association of the Company.

12. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

13. Subject to the provisions of Section 199 of the Companies Act 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

14. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge 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.

ALTERNATE DIRECTOR.

15. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

DISQUALIFICATION OF DIRECTORS.

16. The office of Director shall be vacated if the Director —
- (a) ceases to be a Director by virtue of Section 182 or 185 of the Companies Act 1948; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Companies Act 1948 or under Section 28 of the Companies Act 1976; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Company; or
 - (f) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

ACCOUNTS.

17. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

18. The accounting records shall be kept at the registered office of the Company or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

19. The Directors shall from time to time, in accordance with Sections 150 and 157 of the Companies Act 1948 and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

20. In Clause 127 of Part I of Table "A" after the words "auditors' report" there shall be inserted the words "and directors' report".

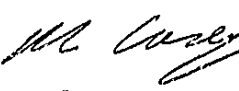
AUDITORS.

21. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Companies Act 1948, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

INDEMNITY.

22. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


MARTIN DUDLEY CASEY,
71, New Oxford Street,
London, WC1A 1DN.

Clerk.

RODNEY CHARLES COMITTI,
71, New Oxford Street,
London, WC1A 1DN.

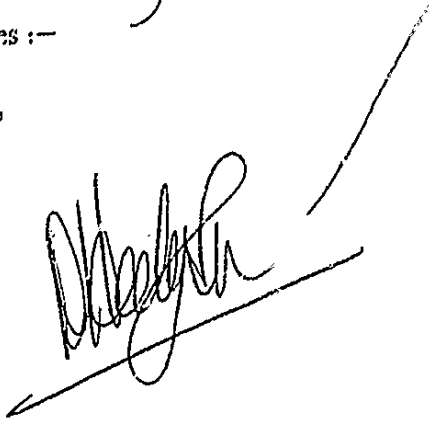
Clerk.



DATED this 4th day of January 1977.

WITNESS to the above signatures :-

DAVID STEWART HODGSON,
71, New Oxford Street,
London, WC1A 1DN.



G

The Companies Acts 1948 to 1976

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

1

Please do not
write in this
binding margin

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

Company number

1315755/5

Name of Company

ROBIN SYMES

Limited *

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

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

71 NEW OXFORD STREET
LONDON WC1A 1DN

* delete if
inappropriate

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

JUST AND COMPANY LIMITED
71 NEW OXFORD STREET
LONDON WC1A 1DN

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets [see note 1], please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's
reference (if any):



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]	HENRY ALEXANDER JUST	Business occupation	DIRECTOR
Former name(s) [note 3]		Nationality	BRITISH
Address [note 4]	71 NEW OXFORD STREET LONDON WC1A 1DN	Date of birth (where applicable) [note 6]	
Particulars of other directorships [note 5] JUST AND COMPANY LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 4.5.77	

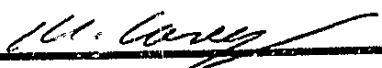
Name [note 2]		Business occupation	
Former name(s) [note 3]		Nationality	
Address [note 4]		Date of birth (where applicable) [note 6]	
Particulars of other directorships [note 5]			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

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	

Please do not
write in this
binding margin

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:


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.

Name [notes 2 & 7]	MARTIN DUDLEY CASEY
Former name(s) [note 3]	
Address [notes 4 & 7]	71 NEW OXFORD STREET LONDON WC1A 1DN
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 4.5.77

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;
if it is convenient
for one subscriber
to sign on behalf of
all subscribers,
he/she should be
shown as 'Agent'
and not 'Subscriber'
since the Act requires
all subscribers to
sign as such.

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

Signature  [Subscriber] [Agent] † Date 4.5.77

† delete as
appropriate

Signature _____ [Subscriber] [Agent] † Date _____



CERTIFICATE OF INCORPORATION

No. 1315755

I hereby certify that

ROBIN SYMES LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

1ST JUNE 1977

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies