

COMPANIES FORM No. 12

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



Please do not

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

rite in nis margin				
lease complete gibly, preferably black type, or old block lettering	To the Registrar of Companies (Address overleaf) Name of company		For official use	For official use
insert full name of Company	* TOWN AND CITY PROPERT	IES LIMITED		
	, <u>Barbara Olivier</u> ,			
	of <u>25. Victoria Street</u> ,			
	Liverpool,			
	L1 6BD			
delete as appropriate	[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			

FALCON BUSINESS SERVICES, VICTORIA HOUSE, 25, VICTORIA STREET, LIVERPOOL, L1 6BD TEL: 051-236 3443

COMPANIES RESISTRATION - 9 SEP 1988 51.4

Office



Form No.PUC 1

Statement on formation of a company to be incorporated with limited liability under the Companies Act 1985



Pursuant to Part V of the Finance Act 1973

Please do not write in this margin

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

- * insert full name of company
- § distinguish between ordinary, preference etc.

For official use	Company number

Please do not write in the space below. For Inland Revenue use only

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-					

* TOWN AND CITY PROPERTIES LIMITED

A Nominal Capital		f 2,000	2,000	
Description of shares §		ord	inarv	
B Nominal value of each share	£	£	£1	
C Number of shares taken on				
incorporation			TWO	
D Total amount payable on each				
(including premium if any)	£	£	£2	
E Amount paid or due and payable on each	£	£	fnil	
F Total amount paid or due and payable in re	spect of	C £	nil	
G Capital duty payable on F at £1 per £100 or	part of	£100 £	nil	

Notes

This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form.

Please tick
box if
 attached

† delete as appropriate Signed Signed

[Director] OPEXECUTARY Date

31st August, 1988

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

FALCON BUSINESS SUMP VICTORIA ACCIDE 25, VICTORIA SECURT LIVERPOOL, L1 6880 TEL: 051-236 3444

ı	For official	Use
ì	Capital Section	n

COMPANIES REGISTRATION

- 9 SEP 1988

OFFICE 59



COMPANIES FORM No. 10

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



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

* insert full name of company

To the Registrar of Companies	For official use		
(Address overleaf - Note 8)			
Name of company			
*TOWN AND CITY PROPERTIES LIMITED			
The intended situation of the registered office of the compa	any on incorporation is as stated below		

25, VICTORIA STREET,
LIVERPOOL,
L1 6BD Postcode

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

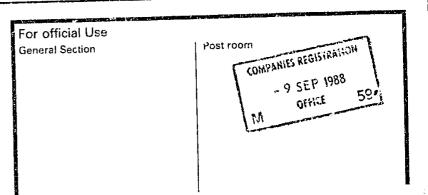
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	FALCON BUSINESS SERVICES,	
	VICTORIA HOUSE, 25, VICTORIA STREET,	
	LIVERPOOL, L1 6BD	
١	TEL: 051-236-3443 Postcode	

Number of continuation sheets attached (see note 1)

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

FALCON BUSINESS SERVICES, VICTORIA HOUSE, 25, VICTORIA STREET, LIVERPOOL, L1 6BD TEL: 051-236 30:



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: Name (note 3) **Business occupation** Barbara Olivier Business Consultant Previous name(s) (note 3) Nationality Address (note 4) British 25, Victoria Street Date of birth (where applicable) Liverpool, Postcode (note 6) L16BD Other directorships † NONE I consent to act as director of the company named on page 1 Signature Date 31st August, 1988 Name (note 3) **Business occupation** Previous name(s) (note 3) Nationality Address (note 4) Date of birth (where applicable) Postcode (note 6) Other directorships † I consent to act as director of the company named on page 1 Signature Date Name (note 3) Business occupation Previous name(s) (note 3) Nationality Address (note 4) Date of birth (where applicable) Postcode (note 6) Other directorships †

Date

I consent to act as director of the company named on page 1

Signature

Please do not

† enter particulars of other directorships held or previously held' (see note 5)

if this space is insufficient use a continuation sheet.

write in this margin Flease 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:

Previous name(s) (note 3)		
Address (notes 4 & 7) 25, Victoria Street		
Liverpool,		
	Postcode	L1 6BD
consent to act as secretary of the company named on page	ge 1	

Address (notes 4 & 7)	
I consent to act as secretary of the company named on page 1	
I consent to act as secretary of the company named on page 1	
I consent to act as secretary of the company named on page 1	Postcode
	<u> </u>
Signature	

delete if the form is signed by the subscribers

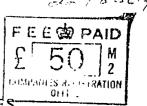
Signature of agent on behalf of subscribers Date

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 D. Ottui	Date 31st August, 1988
Signed of Stand	Date 31st August, 1988
Signed	Date

The Companies Act 1985



PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

OF

TOWN AND CITY PROPERTIES

LIMITED

- 1. The Name of the Company is TOWN AND CITY PROPERTIES LIMITED
- 2. The Company's registered office is to be situated in England and Wales.
 - 3. The objects for which the Company is established are:-
- (1) To purchase or otherwise acquire hold, sell, dispose of and deal in stocks, shares, bonds, debentures, securities and other negotiable instruments and to act as Agents, or Brokers for the sale or, purchase of any stocks, shares, securities, or for any other monetary or mercantile transaction or insurance and re-insurance business and to act as Trustees, Managers, Secretaries, Consultants or Agents or Nominees for any Company, firm or undertaking or person and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (2) To purchase or otherwise acquire, hold, sell, dispose of and deal in goods, commodities, provisions, produce, products, supplies, materials, stores, equipment, instruments, appliances, apparatus, plant, machinery, stock in trade, and real and personal property of all kinds and any interest therein, and rights of all kinds, business concerns and undertakings, mortgages, charges, annuities policies, book debts, produce concessions, options, contracts, licences, priviliges and choses in actions of all kinds, and any claims against such property or against any person or Company and to carry on any business concern or undertaking so acquired.



- (3) To acquire by purchase or otherwise and in any part of the world commercial and other agencies and to act as agents for manufacturing, trading, investment, finance, and commercial Companies, firms, undertakings or concerns of every description in the purchase, sale and distribution of raw materials, products, commodities, foods, property and rights of all kinds and the collection, receipt and investment of money, and generally to transact and carry on all kinds of trust and agency business.
- (4) To buy, sell and manufacture, repair, alter, and exchange, let on hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the businesses of the Company or commonly supplied or dealt in by persons engaged in any such businesses or which may seem capable of being profitably dealt with in connection therewith.
- (5) To carry on in the United Kingdom or elsewhere the business of general contractors and builders and to construct, build, erect and complete houses, buildings and erections of any description or any public or private works and buildings whether on the Company's own account or under any contract with other persons or Companies and to pull down, rebuild, enlarge, alter and improve any existing houses, buildings, erections or works.
- (6) To undertake or direct the management of the property, buildings lands and estates (of any tenure or kind) of any Company, firm or undertaking and to sell the same or any share or shares, interest of interests therein for such Company, firm or undertaking on commission or otherwise.
- (7) To raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes, and otherwise howsoever and to underwrite any such issue and to invest the money so raised and borrowed in, and to hold, sell and deal with the stock, shares and bonds, debentures, debenture stock and securities of any Government, State, Company Corporation, municipal or local, or other body of authority, and such lands, buildings leases, underleases, rights, privileges, policies of assurance and such other property as the Company shall deem fit.
- (8) To make advance upon, hold in trust, issue on commission, sell, or dispose of any of the investments aforesaid, and to act as agent for any of the above or the like purposes.
- (9) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, patentrights, licences, secret processes, machinery, plant, stock in trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connecton with the Company's business or any branch or department thereof.

- (10) To apply for, purchase or otherwise acquire, any copyrights, patents, trademarks, secret processes, brevets d'invention, licences concessions, and the like for and in anywise relating to all or any of the objects of the Company, or which may seem to the Company capable of being profitably dealt with or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to use, exercise or develop, or grant licences, in respect of, or otherwise turn to account the property and rights so purchased or acquired.
- (11) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (12) To mortgage and charge the undertaking and all or any of the real and personal property or assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount, and for such consideration and with a subject to such rights, powers, privileges and conditions as may be thought fit, debentures, debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.
- (13) To issue and deposit any securities which the Company has power to issue by way of a mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers of the other persons or corporations having dealing with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (14) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts or customers or others, and to make advances with or without security, and upon such terms as the Company may approve, to customers and others, and generally to transact all kinds of guarantee, trust, and agency business.
- (15) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trust funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (16) To draw make, accept, endorse, negotiate, discount and execute promissory notes, bill of exchange and other negotiable instruments.
- (17) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such a manner as may from time to time be determined.
- (18) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect if dividend or repayment of capital or otherwise or by any issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- disposed of or dealt with by the Company, either in cash, by installments or otherwise, or in fully paid or partly paid-up shares of any Company or corporation with or without deferred or preferred or guaranteed rights in respect of dividends or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any Company or Corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.
- (20) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union or interests or co-operation with any Company, firm or person carrying on or proposing to carry on any business, within the objects of this Company, and to acquire hold, sell, deal with or dispose of shares, stock or securities or any such Company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital or any share, stock or securities of any to subsidise or otherwise assist any such Company.
- (21) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities issued by or any other obligations of any such Company.
- (22) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person or Company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to facilitate or take part in the conversion of business concerns and undertakings into Companies.

- (23) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements, and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any part of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (24) To amalgamate with any other Company whose objects are similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other Company as aforesaid with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other Company as aforesaid, or by partnership, or any arrangement of the nature or partnership, or in any other manner.
- (25) To carry on any other business, whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the afore-mentioned businesses of objects, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, and to establish agencies or branches for the purposes of the Company and to regulate and discontinue them.
- (26) To distribute among the members in specie any property of the Company, but that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (27) To procure the Company to be registered or recognised in any country within the British Commonwealth, European Economic Community or in any Foreign Country.
- (28) To do all or any of the above things and all such other things as are incidential or conducive to the attainment of the above objects in any part of the wo: ld, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.

And it is hereby declared that:- (A) the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and

- (B) The objects of the Company specified in each of the foregoing paragraphs of this clause shall be distinct and seperate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the object of a seperate and distinct Company.
 - 4. The liability of the members is Limited.
- 5. The share capital of the Company is £2,000 divided into 2000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively, any preferential deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the several persons whose names, addresses and descriptions 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.

No.	Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
	Barbara Olivier, Victoria House, 25, Victoria Street, Liverpool, L1 6BD Business Consultant	ONE
	Kerry Kirwan, Victoria House, 25, Victoria Street, Liverpool, L1 6BD Secretary	ONE
	NUMBER OF SHARES TAKEN	TWO

Dates this 1st day of

September, 1988

Witness to the above signature:

Mr R R Billington, 25, Victoria Street Liverpool, L1 6BD

Business Consultant

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The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

OF

TOWN AND CITY PROPERTIES

LIMITED

- 1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in 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.

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- 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 any 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 £2000 divided into 2000 Ordinary Share of £1 each.
- 5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
- (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the

Company upon its incorporation. The said authority will expire on 5th APRIL 1993 unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 80.

- (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner herein before provided.
- (b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.
- 7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all monies, presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

- 8. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the Company.
- 9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company 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. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
- 10. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."
- 11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.
- 12. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of severy years or any other age.
- 13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless—
 - (i) he is recommended by the Directors: or
 - (ii) not less than fourteen or more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at 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.

14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

S.Ohi

Barbara Olivier, Victoria House, 25, Victoria Street, Liverpool, Ll 6BD

Business Consultant

ONE

Kerry Kirwan, Victoria House, 25, Victoria Street, Liverpool, L1 6BD

Secretary

ONE

TWO

Dated this 1st day of September , 1988 .

Witness to the above Signatures-

Mr R R Billington,

25, Victoria Street,

Liverpool, L1 6BD

Business Consultant

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2298567

I hereby certify that

TOWN AND CITY PROPERTIES LIMITED

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

Given under my hand at the Companies Registration Office, Cardiff the 21 SEPTEMBER 1988

an authorised officer

Charles Chic



COMPANIES FORM No. 225(2)

Notice by an holding or besidiary company of new account greference date given after the end of an accounting reference period



Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985

us margin				
lease complete gibly, preferably	To the Registrar of Comparies	For official use	Company number 2298567	
black type, or old block lettering	Name of company			
	* TOWN AND CI	TY Promining		
insert full name of company		PROBLEM STATE AND A STATE OF THE STATE OF TH	A CATE TO SERVE THE SERVE SERVED SOUTH SERVED SOUTH SERVED	
	gives notice that the company's new accou	inting reference h	the provision of Sunting	
	reference period and each subsequent acco	ounting reference	company is to be treated as	
ote ease read notea to ≱ overleaf	cominy, or as having come, to an end is as	showr below:		
efore completing	Day Month			
	3 1 1 2			
	The previous accounting reference period of	of the company is to be treated	as [skicktoree][e	
	and [issusubakkkakkkkkkkkkkkkkkkkkkkkkkkkkkkkk			
	Day Month Year			
delete as appropriate	3 1 1 2 1 9 8 9			
	The company is a [subsidiary][hakkaranpany] t ofTHE PENINSULAR AND ORDER STEAM NAVIGATION COMPANY			
		, company nu	mber <u>273</u>	
	the accounting reference date of which is _			
	Signed A.O.	[Director) Secretary]† [Date 14・4・89	
	Presentor's name address and For o	official Use		
	reference (if any): Gener	ral Section Post	room	