

COMPANIES FORM No. 12

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



6 SEP 1990

59

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Ref: PT/PT

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

Piease complete	To the Registrar of Companies	Fo	or official use	For official use
legibly, preferably in black type, or bold block lettering	Name of company	Ĺ	_	
	* SHELFCOURTS LIMITED	The April of the state and an investment and the same of the same		A CONTRACT OF THE PROPERTY OF
* insert full name of Company				
	I, PHILIP MARK TRANTER			
	of <u>15 Wimpole Street</u>	,		**************************************
•	London W1M 8AP		·	
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	Presentor's name address and reference (if any): COURTS & CO 15 Wimpole Street London W1M 8AP	For official Use New Companies Section	n Po	ost room COMPANIES HOUSE



COMPANIES FORM No. 10

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



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A CONTRACTOR OF THE PARTY OF TH

Pursuant to section 10 of the Companies Act 1985

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Please complete legibly, preferably in black type, or bold block lettering	To the Registrar of Companies	For official use
Dota Diagn tottating	Name of company	
* insert full name of company	* SHELFCOURTS LIMITED	
	The intended situation of the registered office of the company on inc	corporation is as stated below
•	15 Wimpole Street London	
•		Postcode WIM RAP
	If the memorandum is delivered by an agent for the subscribers of t memorandum please mark 'X'in the box opposite and insert the agent's name and address below	he
	Courts & Co 15 Wimpole Street	
	London	
		Postcode W1M 8AP
	Number of continuation sheet	s attached (see note 1)
		/ /

Presentor's name address and reference (if any): COURTS & CO 16 Wimpole Street London W1M 8AP Ref: PT/PT

For official Use General Section

Post room

e name(s) and particulars of the person who is, or the rectors of the company (note 2) are as follows:	persons who are, to be the first director or	Please do not write in this margin
Name (note 3) JAMES RODEPIC CHARLES HORLE	Business occupation	
JAMES RODEFIC CHARGES HORES	TRAINEE SOLICITOR	
Previous name(s) (note 3)	Nationality	
A - - - - - - - - - -	British	
	Date of birth (where applicable)	
Maida Vale, London Postcode W9 1	(note 6) 2.2.67	
Other directorships † NONE	DIX.	t enter particulars
		of other directorships
		held or previous held (see note 5)
		if this space is insufficient use a continuation she
		COMMINGATION SHE
I consent to act as director of the company named on	page 1	
Signature MUHAOLL	Date 28.6.90	
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	
		وكنندف
Name (note 3)	Business occupation	
Previous name(s) (note 3)	Nationality	[
Address (note 4)		
	Date of birth (where applicable)
Postcode	(note 6)	
Other directorships †		
		_
		1

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)	MARIE SARAH KAYE		
Previous name(s) (note 3	3)		
Address (notes 4 & 7)	211 Chigwell Road, Woodford	Green	
	Essex		
		Postcode	IG8 8PP
by 1/-	tary of the company named on page 1	Date 2	816190 .
Signature III. K.A.	Ye	Date 4	

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

delete if the form is signed by the subcribers

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.

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lomb elo		
Signature of agent on behalf of subsribers	Date 3rd Scytember 198	0

Signed	Date
Signed	Date

THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SHELFCOURTS LIMITED

Incorporated the day of 1990

COURTS & CO 15 Wimpole Street LONDON W1M 8AP

No.

Ref: 1622T/PT/PT Tel:- 071-637 1651





PRIVATE COMPANY LIMITED BY SHARES

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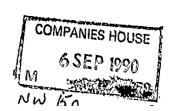
MEMORANDUM OF ASSOCIATION

OF

SHELFCOURTS LIMITED



- 1. The Company's name is "SHELFCOURTS LIMITED".
- 2. The Company's registered office is to be situated in England and Wales.
- 3. The Company's objects are:-
 - (1) To carry on business as manufacturers, wholesalers, importers, exporters, buyers and sellers of, mail order dealers and general traders in, fancy goods and goods of all descriptions, including goods made of plastic materials, cloth, wool, worsted, silk, flax, jute, hemp, balata, wood leather, fibrous materials, rubber, sponge, cotton, wadding; metal goods generally, clothes, furniture, electrical goods, travel goods, ivory, gold, silver, jewellery, clocks, watches, precious stones and gems, skins, furs, corn, hay, straw, hops, liquors, foods, provisions, wood and timer, coal, coke, patent fuel, oils, household goods and fittings, chemists sundries, waste goods and offal, and generally articles and goods of any kind whether manufactured or not.
 - (2) To carry on business as importers, exporters, buyers, sellers and mail order dealers in, and repairers and restorers of, antique furniture, coins and medals and antiques generally; stamp dealers, sculptors, picture and art dealers, auctioneers, experts and valuers and producers of works of arts.
 - (3) To carry on business as manufacturers, wholesalers, importers, exporters and dealers in, novelties, toys, games, puzzles, amusements and sports goods, and outfits of every description, bicycles, tricycles, scooters, children's bicycles, perambulators and printing outfits and to undertake and execute any agency or commission and to act gererally as agents, factors and brokers for the sale or purchase of goods.



- (B) To carry on any other trade or business of any description which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (C) To purchase or by any other means acquire and ck options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (D) To purchase, acquire, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any land for any estate or interest and to purchase, acquire, rent, build, erect, construct, equip, execute, carry out, repair, improve, alter, work, develop, pull down, administer, maintain, manage or control works, buildings, reservoirs, rivers, waterways, roads, railways, bridges, tunnels, structures and property and conveniences of all kinds, whether for the purposes of the Company or for sale rent or hire to or in return for any consideration from any other company or persons (including, but not limited to, any shares, stocks, debentures, debenture stock or other securities of or other interests in any company) and turn to account and otherwise deal with 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, goodwill or assets of any person, firm or company carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company, and to pay cash or to issue any shares, stocks, debentures, or debenture stock or other securities of the 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, register, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any property, assets, patents, licences, patent rights, brevets dinvention, secret processes, designs, concessions, trade marks or exclusive or non-exclusive rights or information of any kind which may be capable of being dealt with by the Company or of benefiting the Company and to grant rights thereout and to disclaim, alter, modify, develop, use, exercise, grant licences in respect of, turn to account, manufacture under and otherwise deal with the same and adapt the same for the purposes of the Company's businesses and to carry out all kinds of research work and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(G) To sell, let on lease or otherwise, license, construct, repair, develop, improve, manage, exchange, mortgage, charge, grant options, rights and privileges in respect of, dispose of or otherwise deal with the undertaking, or all or any part of the property, rights or assets of the Company, upon such terms as the Company may think fit with power to accept shares, stocks, debentures, debenture stock or other securities of, or interests in, any other company.

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- (H) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such way or ways and subject to such conditions as the Company may think fit and to hold or otherwise deal with any investments made.
- (I) To lend and advance money and give credit to such persons, firms, bodies or companies on such terms as may seem expedient and, either with or without the receipt of any consideration, security or advantage direct indirect, and whether by personal covenant or mortgaging, charging or depositing all or any part of the undertaking property and assets of the Company both present and future, including its uncalled capital, on such terms as may seem expedient, to quarantee, support, secure and give indemnities in respect of the performance of any contracts or obligations of and the payment or repayment of the principal amounts of, and premiums interest and dividends on, any moneys owed by and mortgages, charges, bonds, debentures, debenture stocks, shares or other securities of any person, firm, body or company whatsoever in any part of the world.
- (J) To amalgamate with or to enter into partnership or any joint purse or union of interests or profit sharing arrangement with any person, firm or company having for its objects similar objects to those of the Company or any of them.
- (K) To borrow or raise money in such manner and upon such terms as the Company shall think fit, and in particular, by the creation of mortgages, liens and charges upon and the issue of debentures or debenture stock charged upon all or any of the Company's property or assets 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, negotiate, execute and issue and to buy, sell and deal with cheques, promissory notes, bills of exchange, bills of lading, debentures, warrants and other negotiable or transferable instruments.

(M) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company (including without limitation and to the extent permitted by law the Company itself) or body of persons and any options or rights in respect thereof and to buy and sell foreign exchange.

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- (N) To remunerate any person, firm, body 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.
- (0) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may in the opinion of the Board of Directors directly or indirectly promote the Company's interests, and to oppose any proceedings or applications which may in the opinion of the Board of Directors directly or indirectly prejudice the Company's interests.
- (P) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that in the opinion of the Board of Directors may be conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (Q) To subscribe or guarantee money for any charitable, benevolent, national, public, general or useful object, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (R) To pay out of the funds of the Company all costs and expenses of or incidental to the promotion, incorporation, formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (S) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of the Company or for any other purpose which is considered or calculated to advance the interests of the Company directly or indirectly.

- (T) To procure the registration or incorporation or recognition of the Company in or under the laws of any place outside England.
- (U) To grant pensions, annuities, gratuities, superannuation or other allowances to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of any such subsidiary, holding or fellow subsidiary company, or the relatives, connections or dependants of any such persons, and to make payments towards insurance and to establish, maintain or support associations, institutions, clubs, funds, schemes and trusts which are considered or calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.
- (V) To establish and contribute to any scheme for the subscription or purchase by employees or Directors of shares in the Company or by trustees of shares in the Company to be held for the benefit of the Company's employees and Directors and to the extent permitted by law to lend money to the Company's employees and Directors to enable them to purchase shares of the Company and to do all or any of the things herein specified in relation to employees or Directors of subsidiaries of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or Directors or any of them.
- (W) To distribute in specie among the members any property of the Company but so that no distribution amounting to a reduction of capital shall be made except with any sanction for the time being required by law.
- (X) To do all or any of the things specified in this Clause 3 in any part of the world, and either as principals, agents, contractors, sub-contractors, trustees or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others.
- (Y) To do all such things as may be incidental or conducive to the attainment of the above objects or any of them.

None of the objects set forth in this Clause shall be restrictively construed but the widest interpretation shall be given thereto, and shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set out in any sub-clause of this Clause or

from the terms thereof or by the name of the Company. None of such sub-clauses or the objects therein set out or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but each shall be construed independently of the other and the Company shall have full power to exercise the powers conferred by each sub-clause as though each sub-clause defined the objects of a separate and independent company.

- The liability of the Members is limited.
- 5. The Company's share capital is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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.

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Names and Addresses of Subscribers

Number of Shares Taken by each Subscriber

MARIE S. KAYE Wave Kaye . 211 Chigwell Road Woodford Green Essex IG8 8PP

ONE

JAMES R.C. HORLER, 121 Randolph Avenue Maida Vale London W9 1DN ONE

Klegers

DATED the 3rd day of September 1990

Witness to the above Signatures:-

KATHRYN PARES
30 College Road
St Albans
Herts
AL1 5ND

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PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SHELFCOURTS LIMITED

PRELIMINARY

- 1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A-F) Amendment Regulations 1985 (such Table being hereinafter referred to as "Table A") shall, except as hereinafter provided and except insofar as the same are inconsistent with these Articles, apply to the Company.
- 2. The Company is a private company and accordingly:-
- (i) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company is prohibited; and
- (ii) any allotment or agreement for the allotment (whether for cash or otherwise) of any shares in or debentures of the Company with a view to all or any of those shares being offered for sale to the public is prohibited.
- 3. The following regulations of Table A shall not apply to the Company, namely: 24, 35, 41, 46, 47, 53, 64, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 80, 88, 94, 95, 96, 97 and 98.



SHARES

The Board of Directors of the Company (hereinafter referred to as "the Board") is unconditionally authorised during the period of five years from the date of the adoption of these Articles to allot, grant options over or otherwise dispose of such (if any) of the shares of the Company as remain to be issued to such persons (whether or not members of the Company), for such consideration, on such terms, in such manner and at such times as it considers appropriate, up to the amount of the authorised share capital of the Company existing at the date of the adoption of these Articles Provided always that, save as permitted by law, nothing in this or any other Article shall authorise the allotment or issue of shares in the Company at a discount.

LIEN

5. The lien conferred by regulation 8 of Table A shall attach to all shares, whether fully paid or not, 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 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, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

TRANSFER OF SHARES

- 6. The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (whether fully paid or not) to a person who is not already a member of the Company.
- 7. The instrument of transfer of any share need not be signed by or on behalf of the transferee but 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. Regulation 23 of Table A shall be modified accordingly.

PURCHASE OF OWN SHARES

8. Subject to compliance with all legal requirements and to the provisions of these Articles, the Company may exercise all the powers conferred by law to purchase by agreement its own shares (including, without limitation, any redeemable shares) upon such terms and in such manner as the Board shall think fit including in particular the making of a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

PROCEEDINGS AT GENERAL MEETINGS

- 9.(A) If a quorum is not present within half an hour from the time appointed for any General Meeting or if during any such Meeting a quorum ceases to be present (other than by reason of the temporary absence of any person or persons) the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the members present shall be a quorum.
- (B) 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 and entitled to a vote. 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.
- 10. A resolution in writing signed by the holders of all the issued shares in the Company shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

- 11. The number of Directors need not exceed one. If and for so long as there shall be a sole Director he shall be entitled to exercise all the powers, authorities and discretions expressed by these Articles to be vested in the Board generally. A sole Director shall form a quorum at meetings of the Board and regulation 89 of Table A shall be modified accordingly. The last two sentences of regulation 79 of Table A shall not apply
- 12. Subject to the provisions of Section 317 of the Companies Act 1985 a Director may contract with and participate in the profits of any contract transaction 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 transaction 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.

- 13. Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board. Questions arising at a meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 14. All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group, where the chairman of the meeting then is.

BORROWING POWERS

15. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to the Act 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 DIRECTORS

16.(A) Any Director (other than an alternate Director) may at any time by writing under his hand and deposited at the registered office of the Company, or delivered at a meeting of the Board, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved. The appointment of another Director of the Company as an alternate Director shall not require such approval but shall cease to be effective after such Director ceases to hold the office of Director unless so approved. The same person may be appointed the alternate Director of more than one Director. The vote or votes of an alternate Director shall be in addition to any vote or votes he may have in his own right.

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- (B) The appointment of an alternate Director shall ipso facto determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).
- (C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Board and of any committee of the Board of which his appointor is a

member and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be entitled to receive notice of and attend General Meetings of the Company and to speak at any General Meeting at which his appointor is not personally present.

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- (D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts transactions or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.
- (E) Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor.

DIVIDENDS

17. Dividends may be declared or paid in respect of any one class or sub-class of share without any obligation to declare or pay any dividend on any other class or sub-class of share.

INDEMNITY

18. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer 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. Regulation 118 of Table A shall be extended accordingly.

Names and Addresses of Sübscribers

Number of Shares Taken by each Subscriber

MARIE S. KAYE Mare Caya ONE 211 Chigwell Road Woodford Green Essex IG8 8PP

JAMES R.C. HORLER

121 Randolph Avenue

Maida Vale

London W9 1DN

DATED the 31 day of

Sextember 1990

Kh Pars.

Witness to the above Signatures:-

KATHRYN PARES
3 College Road
St Albans
Herts
AL1 5ND

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2540492

I hereby certify that

SHELFCOURTS 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 18 SEPTEMBER 1990

ROBIN WOODYATT

Kobin Woodfatt

an authorised officer