

FILE COPY



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

Company No. 3497135

The Registrar of Companies for England and Wales hereby certifies that  
RBCO 253 LIMITED

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

Given at Companies House, Cardiff, the 22nd January 1998



\*N03497135J\*

*R. C. Edwards*  
R. C. EDWARDS

For the Registrar of Companies



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

HC007B

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by Laserform International Ltd.

# 12

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full



\* F 0 1 2 0 F 1 0 \*

RBCO 253 LIMITED

I, PALOMA MARTINEZ

of BEAUFORT HOUSE, 15 ST BOTOLPH STREET, LONDON, EC3A 7EE

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

51B Tremadoc Road, Clapham, London SW4 7NA

the

13<sup>th</sup>

day of

JANUARY

One thousand nine hundred and ninety

EIGHT

① Please print name.

before me ①

E. J. Bunch

Signed

Date

13<sup>th</sup> JANUARY 1998

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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

Richards Butler

Beaufort House, 15 St. Botolph Street, London, EC3A 7EE

Ref: SMG/94-12382

Tel 0171 247 6555

DX number 1066

DX exchange City



KLO \*KRBX2UY\* 586  
COMPANIES HOUSE 14/01/98

Laserform International 9/95

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

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

or

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

for companies registered in Scotland

DX 235 Edinburgh

**Package:** 'Laserform'  
by Laserform International Ltd.

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

Notes on completion appear on final page

# First directors and secretary and intended situation of registered office

## Company Name in full

RBCO 253 LIMITED



\* F 0 1 0 0 F 1 0 \*

## Proposed Registered Office

(PO Box numbers only, are not acceptable)

BEAUFORT HOUSE, TENTH FLOOR, 15 ST BOTOLPH STREET,

Post town LONDON

County / Region

Postcode EC3A 7EE

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

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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

Richards Butler

Beaufort House, 15 St. Botolph Street, London, EC3A 7EE

Ref: SMG/94-12382

Tel 0171 247 6555

DX number 1066

DX exchange City



KLO \*KRBPF2UM\* 784  
COMPANIES HOUSE 14/01/98

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

for companies registered in Scotland

DX 235 Edinburgh

**Company Secretary** (see notes 1-5)

Company name RBCO 253 LIMITED

NAME \*Style / Title

\*Honours etc

Forename(s)

\* Voluntary details

Surname

RB SECRETARIAT LIMITED

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

BEAUFORT HOUSE, TENTH FLOOR, 15 ST BOTOLPH STREET,

Post town

LONDON

County / Region

Postcode

EC3A 7EE

Country

ENGLAND

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

**Consent signature**

Date 13th January 1998

**Directors** (see notes 1-5)

Please list directors in alphabetical order

For and on behalf of RB SECRETARIAT LIMITED

Director

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

RB DIRECTORS ONE LIMITED

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

BEAUFORT HOUSE, TENTH FLOOR, 15 ST BOTOLPH STREET,

Post town

LONDON

County / Region

Postcode

EC3A 7EE

Country

ENGLAND

Day Month Year

**Date of birth****Nationality**

N/A

**Business occupation**

N/A

**Other directorships**

NONE

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

**Consent signature**


Date 13th January 1998

For and on behalf of RB DIRECTORS ONE LIMITED  
Director

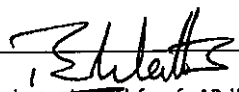
**Directors**

(continued)

(see notes 1-5)

|   |                       |   |              |                     |                    |                   |
|---|-----------------------|---|--------------|---------------------|--------------------|-------------------|
| <b>NAME</b>   | <b>*Style / Title</b> |   |              | <b>*Honours etc</b> |                    |                   |
| <b>Forename(s)</b>  |                       |   |              |                     |                    |                   |
| <b>Surname</b>  |                       | RB DIRECTORS TWO LIMITED  |              |                     |                    |                   |
| <b>Previous forename(s)</b>   |                       |   |              |                     |                    |                   |
| <b>Previous surname(s)</b>  |                       |   |              |                     |                    |                   |
| <b>Address</b>  |                       | BEAUFORT HOUSE, TENTH FLOOR, 15 ST BOTOLPH STREET,                                  |              |                     |                    |                   |
| <b>Usual residential address</b>                                    |                       |   |              |                     |                    |                   |
| For a corporation, give the registered or principal office address. |                       | <b>Post town</b>  |              | LONDON              |                    |                   |
| <b>County / Region</b>  |                       |   |              | <b>Postcode</b>     | EC3A 7EE           |                   |
| <b>Country</b>  |                       | ENGLAND   |              |                     |                    |                   |
| <b>Date of birth</b>  |                       | <b>Day</b>  | <b>Month</b> | <b>Year</b>         | <b>Nationality</b> | N/A               |
|   |                       |   |              |                     |                    |                   |
| <b>Business occupation</b>  |                       | N/A   |              |                     |                    |                   |
| <b>Other directorships</b>  |                       | NONE  |              |                     |                    |                   |
|   |                       |   |              |                     |                    |                   |
| I consent to act as director of the company named on page 1         |                       |   |              |                     |                    |                   |
| <b>Consent signature</b>  |                       |  |              |                     | <b>Date</b>        | 13th January 1998 |
| For and on behalf of RB DIRECTORS TWO LIMITED<br>Director           |                       |   |              |                     |                    |                   |

**This section must be signed by***Either***an agent on behalf  
of all subscribers****Signed****Date****Or the subscribers***(i.e. those who signed  
as members on the  
memorandum of  
association).***Signed**

  
For and on behalf of ADJUSTABLE  
NOMINEES LIMITED Director

**Date**

13th January 1998

**Signed**

  
For and on behalf of POWELL BURT  
PROPERTIES LIMITED Director

**Date**

13th January 1998

**Signed****Date****Signed****Date****Signed****Date****Signed****Date**

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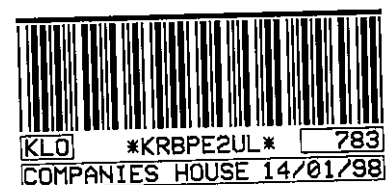
**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**RBCO 253 LIMITED**

- 1 The Company's name is 'RBCO 253 Limited'.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company.

Without prejudice to the generality of the object and powers of the Company derived from section 3A of the Act, the Company has power to do all or any of the following things -

- (a) to acquire by any means any property or rights whatsoever;
- (b) to pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise;
- (c) to apply for or otherwise obtain, and to protect (by registration or otherwise), extend and renew (in each case in any part of the world), disclaim and modify, and grant or acquire rights over or in respect of, any patents, inventions, discoveries, secret process, copyright, trade marks, designs and other intellectual property; to experiment upon, test or improve any such property; and to carry out research and development in connection with any business or proposed business of the Company or any other person;



- (d) to maintain, manage, improve, develop, turn to account, grant rights and privileges in respect of and otherwise deal with all or any part of the property and rights of the Company;
- (e) to dispose by any means of the whole or any part of the undertaking, property and rights of the Company;
- (f) to lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company;
- (g) to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge of any obligation of the Company or any other person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
- (h) to give such indemnities as may seem expedient and to guarantee the performance of any obligation of any person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
- (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (j) to establish and maintain any non-contributory or contributory pension or superannuation funds for the benefit of, and to give donations, gratuities, pensions and allowances to, present and former directors and employees of the Company or of any other company which is an associated company of the Company or a predecessor in business of the Company or any such associated company, or any other persons in whose welfare the Company or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons; and to make payments for or towards the

insurance of any such persons and the provision of pensions and allowances for any of them;

- (k) to establish and subsidise or support any institutions, associations, clubs, funds, trusts or schemes for the benefit of any such persons as are mentioned in the last preceding paragraph, and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object;
- (l) to purchase and maintain for any present or former officer or auditor of the Company or any associated company of the Company insurance against any such liability as is mentioned in section 310(1) of the Act;
- (m) to give such financial assistance (as defined in section 152 of the Act) as may be lawful, whether directly or indirectly, for any of the purposes mentioned in section 151 of the Act;
- (n) to control, manage or otherwise assist any associated company of the Company, to provide services and facilities of all kinds to any such associated company and to make payments by way of subvention or otherwise to any such associated company or in connection with it or its business or operations;
- (o) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions and to carry out, exercise and comply with the same;
- (p) to pay out of the funds of the Company all expenses which it may lawfully pay with respect to its formation and registration or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;



- (q) to enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company;
- (r) to acquire and undertake the whole or any part of the business, property and liabilities of any other company or person, and to amalgamate with any other company;
- (s) to distribute any of the property of the Company in kind among its members;
- (t) to cause the Company to be registered or recognised in any part of the world;
- (u) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, subcontractors or otherwise;
- (v) to do all such other things as are or may be deemed incidental or conducive to the attainment of the above object and the exercise of the powers (whether express or implied) of the Company.

And so that -



- (i) in this clause the word '**company**', except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere;
- (ii) in this clause the expression '**associated company**' means, in reference to the Company, any company in which the Company has any direct or indirect interest;

- (iii) in this clause the expression 'the Act' means the Companies Act 1985, including any statutory modification or amendment thereof for the time being in force; and
- (iv) the widest interpretation shall be given to each of the provisions of this clause, and none of them shall be restrictively construed or (except where the context expressly so requires) be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4 The liability of the members is limited.

5 The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

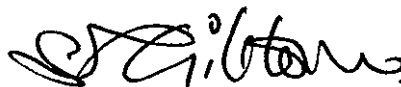
We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

| NAMES AND ADDRESSES OF SUBSCRIBERS   | NUMBER OF SHARES<br>TAKEN BY EACH<br>SUBSCRIBER |
|--|---|
| 1 For and on behalf of<br><b>Adjustable Nominees Limited</b><br>Beaufort House, Tenth Floor,<br>15 St Botolph Street,<br>London EC3A 7EE<br><br>Director      | One   |
| 2 For and on behalf of<br><b>Powell Burt Properties Limited</b><br>Beaufort House, Tenth Floor,<br>15 St Botolph Street,<br>London EC3A 7EE<br><br>Director | One   |
| Total shares taken   | Two   |

Dated 13th January 1998.

Witness to the above signatures -

Beaufort House  
15 St. Botolph Street  
London  
EC3A 7EE  
Manager - Corporate Services



**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**RBCO 253 LIMITED**

- 1 The following regulations and the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (except regulations 64 and 73 to 80 inclusive) shall constitute the articles of association of the Company.
- 2 The number of directors shall not be subject to any maximum but shall be not less than one. A sole director may exercise all the powers given to the directors by the articles, which shall be deemed to be modified accordingly.
- 3 The directors may appoint a person willing to act to be a director, either to fill a casual vacancy or as an additional director. A member or members holding not less than a majority in nominal amount of the issued shares of the Company may remove any director from office by a written instrument signed by, or on behalf of, him or them and delivered to the office.

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**NAMES AND ADDRESSES OF SUBSCRIBERS**

---

For and on behalf of  
**Adjustable Nominees Limited**  
Beaufort House, Tenth Floor,  
15 St. Botolph Street,  
London EC3A 7EE



Director

For and on behalf of  
**Powell Burt Properties Limited**  
Beaufort House, Tenth Floor,  
15 St. Botolph Street,  
London EC3A 7EE

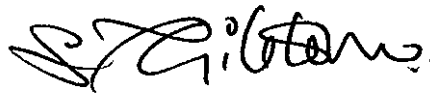


Director

Dated 13<sup>th</sup> January 1998.

Witness to the above signatures -

Beaufort House,  
15 St. Botolph Street  
London EC3A 7EE



Manager - Corporate Services