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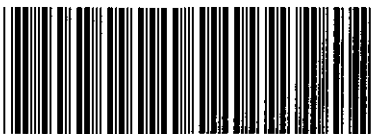
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4464681

The Registrar of Companies for England and Wales hereby certifies that  
RAWLINSON PRYDE 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 19th June 2002



\*N04464681K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B



Companies House

for the record

12

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHFP000

### Company Name in full

RAWLINSON PRYDE

LIMITED

I, Clifford Donald Wing, a duly authorised representative  
of RWL Registrars Limited,

of 134 percival Road, Enfield EN1 1QU

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

RWL REGISTRARS LIMITED

Declared at

285/287 Gray's Inn Road, London WC1

Day Month Year

On

1 7 0 6 2 0 0 2

† Please print name.

before me †

John Howard Harris

Signed

*John Harris*

Date

17.6.2002

~~† 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.

Reichmann & Wing Limited

134 Percival Road, Enfield, Middx EN1 1QU

Tel 020 8363 7387

DX number 36954

DX exchange Winchmore Hill

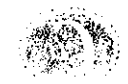
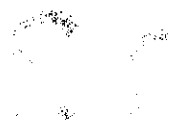
When you have completed and signed the form please send it to the  
Registrar of Companies at:

**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



© 1998 revised June 1998



CONFIDENTIAL

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 10-10-00 BY 60322 UCBAW

U.S. GOVERNMENT

[The main body of the document contains extremely faint, illegible text, likely bleed-through from the reverse side. The text is organized into several paragraphs, but the specific content cannot be discerned.]

Please complete in typescript,  
or in bold black capitals.

CHFP016

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Post town

County / Region

Postcode

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.

REICHMANN & WING LIMITED	
134 PERCIVAL ROAD,	ENFIELD
MIDDLESEX EN1 1QU	Tel 020 8363 7387
DX number 36954	DX exchange



A06  
COMPANIES HOUSE

0635  
18/06/02

Form revised July 1998

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

**Companies House, Crown Way, Cardiff, CF14 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**

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

Company name

NAME \*Style / Title

\*Honours etc

\*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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

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

Post town

County / Region

Country

134 PERCIVAL ROAD

ENFIELD

MIDDLESEX

Postcode

EN1 1QU

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

**Consent signature**

RWL REGISTRARS LTD

Date

17 JUN 2002

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

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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

For a corporation, give the registered or principal office address

Post town

County / Region

Country

17 ST ALBAN ROAD

BEDFORD

BEDFORDSHIRE

Postcode

MK40 2NG

UK

Day Month Year

Date of birth

05 06 1951

Nationality

ENGLISH

Business occupation

CHARTERED ACCOUNTANT.

Other directorships

Nil


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

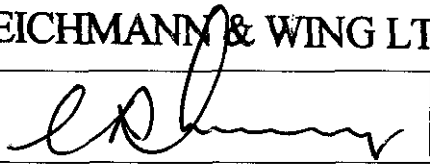
**Consent signature**

Date

17 JUN 2002

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

<b>NAME</b>	<b>*Style / Title</b>	<div>Mr</div>		<b>*Honours etc</b>	<div></div>
<b>* Voluntary details</b>	<b>Forenames(s)</b>	<div>DAVID JOHN</div>			
	<b>Surname</b>	<div>RAWLINSON</div>			
	<b>Previous forename(s)</b>	<div></div>			
	<b>Previous surname(s)</b>	<div></div>			
<b>Address</b>	<div>15 HONITON WAY</div>				
<b>Usual residential address</b>	<div></div>				
For a corporation, give the registered or principal office address.	<b>Post town</b>	<div>BEDFORD</div>			
	<b>County / Region</b>	<div>BEDFORDSHIRE</div>	<b>Postcode</b>	<div>MK40 3AN</div>	
	<b>Country</b>	<div>ENGLAND</div>			
<b>Date of birth</b>	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>	
	<div>05</div>	<div>01</div>	<div>1953</div>	<div>BRITISH</div>	
<b>Business occupation</b>	<div>CHARTERED ACCOUNTANT</div>				
<b>Other directorships</b>	<div>None</div>				
<div>I consent to act as director of the company named on page 1</div>					
<b>Consent signature</b>	<div></div>			<b>Date</b>	<div>17 JUN 2002</div>

<b>This section must be signed by</b>		<b>REICHMANN &amp; WING LTD</b>	
<b>Either</b>	<b>Signed</b>	<div></div>	<b>Date</b> <div>17 JUN 2002</div>
<b>an agent on behalf of all subscribers</b>			
<b>Or the subscribers</b>	<b>Signed</b>	<div></div>	<b>Date</b> <div></div>
<b>(i.e. those who signed as members on the memorandum of association).</b>	<b>Signed</b>	<div></div>	<b>Date</b> <div></div>
	<b>Signed</b>	<div></div>	<b>Date</b> <div></div>
	<b>Signed</b>	<div></div>	<b>Date</b> <div></div>
	<b>Signed</b>	<div></div>	<b>Date</b> <div></div>
	<b>Signed</b>	<div></div>	<b>Date</b> <div></div>

000107 4464681  
THE COMPANIES ACTS 1985 to 1989

100  
COMPANY LIMITED BY SHARES

Memorandum of Association

Of  
RAWLINSON PRYDE LIMITED



1. The Company's name is

RAWLINSON PRYDE 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:-

(a) To carry on all or any of the following businesses: Providers of accounting, accountancy, book-keeping and allied services and facilities; and of all kinds of services and consultancies connected in any way with accountancy, taxation, computer operation, finance, insurance, property, investment, advertising and publicity, employment, accommodation, secretarial and administrative work, management, journalism, marketing, agency representation and all business and personal matters, proprietors of secretarial, employment, appointment, accommodation and other bureaux, press agents, public relations officers, statisticians, registrars, secretaries, editors, publishers, printers, publicity and advertising agents, and designers, executors, guarantors, valuers, assessors, management consultants, rent and debt collectors, business transfer agents, land and estate agents, insurance and mortgage brokers, auctioneers, depositaries, bankers, administrators, trustees, literary, copyright and entertainment agents, financiers, concessionaires, money-lenders, dealers in all kinds of securities, and agents, nominees and attorneys of and for any person, company or other body and for any purpose whatever; to advance monies, negotiate loans and advances, give credit, find and place investments; to provide facilities of all kinds for meetings, conferences, offices, displays, exhibitions, entertainment, education, training, research and information and advice on any subject, mailing, duplicating, circularising, copying, printing; and to carry on all other businesses at the discretion of the Directors.

(b) To initiate or take part in the formation, promotion, management or control of and to assist any company or other body or the private or business operation of any person or body, and to accept commercial, industrial and other appointments, assignments, commissions and ventures, and to buy, sell and deal in all kinds of goods whether in connection with any of the above activities or otherwise.

- (c) To carry on all or any other business which may seem to the Board of Directors Capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's property or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licenses, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant and any real or personal property or properties and chattels which the Board of directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other Company.
- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.



- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise charged upon all or any of the Company's undertakings or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion or incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company whose objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as Director, employee or otherwise, and his family or dependents, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such persons as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.
- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.

- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone or as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that 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 incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned 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. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum: and I agree to take the number of shares shown opposite my name.

---

Name and address of Subscriber

Number of Shares  
taken  
By Subscriber

---



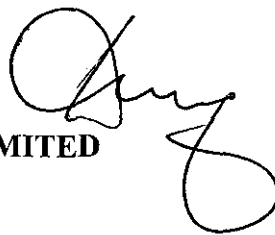
Clifford Donald Wing  
Regis House  
134 Percival Road  
Enfield  
Middlesex  
EN1 1QU

One

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Dated 17<sup>th</sup> June 2002

WITNESS TO THE ABOVE SIGNATURE:-



RWL REGISTRARS LIMITED  
Regis House  
134 Percival Road  
Enfield  
Middlesex  
EN1 1QU

**ARTICLES OF ASSOCIATION**

**- OF -**

**RAWLINSON PRYDE LIMITED**

**PRELIMINARY**

1. The Company is a private company, and the regulations contained or incorporated by reference in Table A in Statutory Instrument 805 of 1985, save in so far as they are hereinafter excluded or modified, shall be, together with these Articles, the regulations of the Company.

**SHARES**

2. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are authorised to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that;
  - (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital), which at the time when the allotment is made, have not already been allotted.
  - (b) this authority shall expire on the fifth anniversary of the day preceeding the date of incorporation of the Company, or on such other earlier date as the Company may in General Meeting properly resolve; provided always that this authority may be renewed in accordance with the provisions of the Companies Acts.
3. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance provisions.

4. The lien conferred by Clause 8 in Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he be the sole holder or one of two or more joint holders thereof.
5. Any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Article 7 shall not apply to such transfers save to prevent a transfer of a Share on which the Company has a lien.
6. A Member wishing to dispose of all or any of his shares shall give notice of the fact to the Directors and such notice shall constitute the Company as agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made, If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares, they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Articles shall not in any way remove from the Directors the power to refuse to register any transfer of which they disapprove.

7. Without prejudice to the provisions of Clause 24 in Table A, the Directors may, in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share ( other than a transfer made in accordance with Article 5) whether or not it is a fully paid share.
8. Shares issued pursuant to Clause 3 in Table A shall be subject to such terms and manner of redemption as the Company before the issue shall by Special Resolution determine.

#### SEAL

9. Clause 101 of Table A shall be amended by the addition of the following words at the end of the Clause: "or by some other person appointed by the Directors for the purpose".

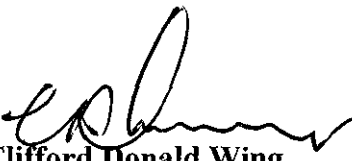
#### DIRECTORS

10. A person may be appointed or elected as a Director whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
11. A Director may vote in respect of any contract or arrangement in which he is interested and may form part of the quorum for any meeting at which such voting occurs. Clauses 95, 96 and 98 in Table A shall not apply to the Company; and Clause 97 in Table A shall apply as though the words "except that concerning his own appointment" were omitted.
12. The Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director he replaces was last elected a Director.
13. Until otherwise determined by the Company in General Meeting, the number of Directors (other than alternate Directors) shall not be less than one nor more than five. So long as the minimum number remains thus fixed at one, a sole Director may exercise all the powers vested in the Directors generally. Clauses 89 and 90 in Table A shall be modified accordingly, and Clause 64 in Table A shall not apply to the Company.

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**Name and address of Subscriber**

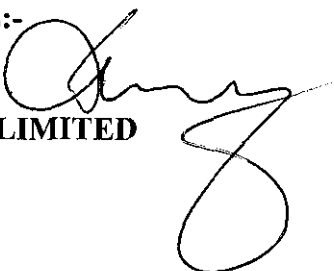
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**Clifford Donald Wing**  
**Regis House**  
**134 Percival Road**  
**Enfield**  
**Middlesex**  
**EN1 1QU**

---

**Dated 17<sup>th</sup> June 2002**

**WITNESS TO THE ABOVE SIGNATURE:-**

  
**RWL REGISTRARS LIMITED**  
**Regis House**  
**134 Percival Road**  
**Enfield**  
**Middlesex**  
**EN1 1QU**