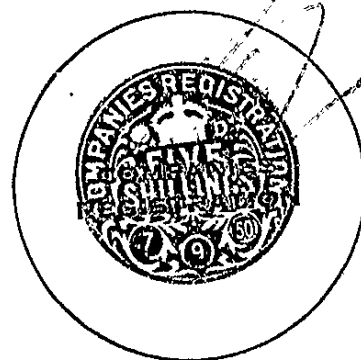
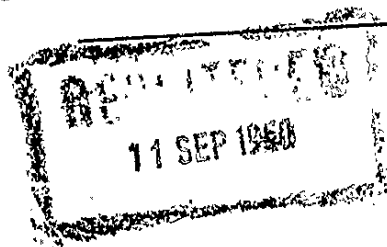


No. of  
Company

486215/1

**THE COMPANIES ACT, 1948.**

A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

**Declaration of Compliance with the Requirements of the  
Companies Act, 1948, on Application for Registration  
of a Company.**

*Pursuant to Section 15 (2).*

Name  
of  
Company

ATLANTIC TEAM Limited

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 77, COLMORE ROW, BIRMINGHAM, 3;

109, THE HEADROW, LEEDS, 1; 12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by TOM & TONE

89, Moorfield, London, E.C.2.

I GEORGE STONE  
of 69 Moorgate in the City of London

(a) "A Solicitor of  
the Supreme Court (or  
in Scotland a Solicitor)  
engaged in the forma-  
tion."

or  
"A Person named in  
the Articles of Asso-  
ciation as a Director  
or Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor  
of the Supreme Court engaged in the formation

of AYLESTREAM Limited

And that all the requirements of the Companies Act, 1948,  
in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and I make  
this solemn Declaration conscientiously believing the same to be true and  
by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 43 London Wall

IN THE CITY OF LONDON

the 6th day of September  
one thousand nine hundred and fifty

Before me,

Edwin S. Thomas

\* Delete as  
necessary.

\* A Commissioner for Oaths.

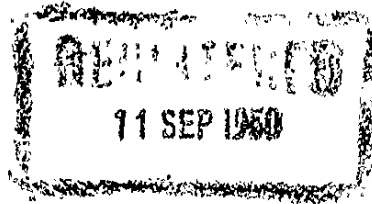
~~Notary Public.~~

~~Justice of the Peace.~~

*George Stone*

No. of Company

486215/2



[C.A. 801]



AYRISTEAM

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
London Wall, London. E.C.2, Parliament Street, London, S.W.1 ;  
77, Colmore Row, Birmingham, 3 ;  
12 & 14, Brown Street, Manchester, 2.

Presented by

STON & STONE,

69, Moorgate, London, E.C.2.

66/2/10/1

The NOMINAL CAPITAL of \_\_\_\_\_

\_\_\_\_\_ AYLESTREAM \_\_\_\_\_ Limited

is £ 100 divided into 100 shares of £ 1 each

Signature \_\_\_\_\_

A. H. Pashman

\_\_\_\_\_  
Secretary

State whether Director, or Manager, or Secretary.

Date 6th day of September 19 50

486215/2.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

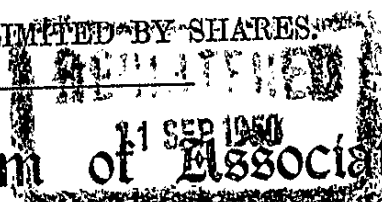
OF

AYLESTREAM

LIMITED.

1. The name of the Company is "AYLESTREAM Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—

(A) To purchase, take on lease, or in exchange, or otherwise acquire and hold any lands or buildings wherever situate, or rights or interests therein or connected therewith, and to manage, farm, or let the same or any part thereof for any period, and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof and to construct and erect houses.



(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user 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 licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(p) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(r) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(s) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.

(t) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(u) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that in the construction of this clause each sub-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.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act, 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.



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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber (in words).
<i>Derek Vernon Preatrich</i> <i>3 Albant Road,</i> <i>South Woodford, E.18.</i> <i>Solicitors Clerk.</i>	<i>One</i>
<i>Joan Lyallham.</i> <i>69. Moorgate,</i> <i>London, E.C.2</i>  <i>Solicitors Clerk</i>	<i>One</i>

Dated the 6th day of September 1950

Witness to the above Signatures:—

*George Wines.*  
*Witness*

*69 Moorgate,*  
*London, E.C.2.*



# THE COMPANIES ACT, 1948.

PRIVATE  
COMPANY LIMITED BY SHARES

## Articles of Association

OF

ATLESTREAM

LIMITED.

1. Subject as hereinafter provided, the Regulations contained in or made applicable by Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

2. Regulations 24, 39, 53, 55, and 84(2) of Part I of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations contained in or made applicable by Part II of Table A shall constitute the regulations of the Company.

3. The Company is a private company within the meaning of Section 28 of the Act and Regulation 2 of Part II of Table A shall accordingly apply to the Company.

4. The nominal share capital of the Company is £100. divided into 100 shares of £1. each.

5. The said shares and any further shares which may be created shall save as otherwise directed by the Company in General Meeting be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

6. In Regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" shall be deemed to be omitted.

7. In Regulation 11 of Part I of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be deemed to be omitted.

8. Every notice of a General Meeting of the Company shall contain a statement that a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

9. In Regulation 4 of Part II of Table A the words "save as herein otherwise provided" shall be deemed to be omitted.

10. ~~Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than nor more than~~

~~and~~  
The first Directors and shall not be subject to retirement by rotation nor taken into account in determining the rotation of retirement of Directors and Regulations 89 and 90 of Part I of Table A shall be modified accordingly.

In Regulation 2 of Part I of Table A the paragraph

12~~11~~ In Regulation 96 of Part I of Table A, the words "or by extraordinary resolution" shall be ~~omitted~~ to be inserted immediately following the words "Section 142 of the Act."

13~~12~~ Subject to the provisions of Section 199 of the Act, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered.

14~~13~~ In Regulation 131 of Part I of Table A the words from and including the words "and in any other case" down to the end of the said Regulation shall be deemed to be omitted.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

*Deneth Vivian Procter*  
*3 Albent Road,*  
*South Woodford P.18.*  
*Solicitors Clerk*

*Joan Lyall*  
*69. Morpeth,*  
*London E.C.2*  
*Solicitors Clerk*

---

Dated the 6th day of September, 1950.

Witness to the above signatures: —

DUPLICATE FOR THE FILE.

No. 486215



## Certificate of Incorporation

I Hereby Certify, That

AYLESTREAM LIMITED

is this day Incorporated under the Companies Act, 1948, and that the  
Company is Limited.

Given under my hand at London this Eleventh day of  
September.....One Thousand Nine Hundred and Fifty.

*W. J. B. Smith*  
Registrar of Companies.

Certificate  
received by

*A. J. Heston*  
Date 11th September 1950

The Companies Acts 1948 & 1967Company Limited by SharesSpecial Resolution

of

AYLESTREAM LIMITED.

---

Passed 16<sup>th</sup> December 1970

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At an Extraordinary General Meeting of AYLESTREAM Limited held at BICKSTER RD., AYLESBURY on SIXTEENTH day of December 1970 the following Resolution was passed as a Special Resolution.

THAT the Objects of the Company be extended and that the Memorandum of Association of the Company, be modified by adding to Clause 3 thereof the following additional sub-clause namely:-

- (AA) To enter into any Guarantee, Contract of Indemnity or Suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (but without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal monies, premiums, interest and other monies secured by or payable under any obligations or securities of any company which is (within the meaning of Section 154 of the Companies Act 1948) in relation to the Company a holding company or a subsidiary company or a subsidiary company of any such holding Company.

Chairman

Company No. 486215

53

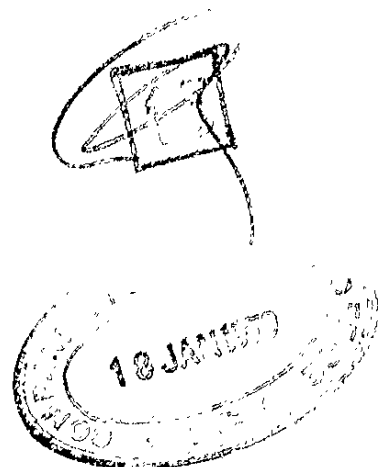
AYLESTREAM LIMITED.

At an Extraordinary General Meeting of the  
above-named Company held at Bicester Road, Aylesbury Bucks  
on 12th January 1979 the following Resolution was duly passed as  
a Special Resolution

RESOLUTION

THAT the regulations contained in the document  
submitted to this meeting and for the purpose of  
identification signed by the Chairman thereof be  
adopted as the Articles of Association of the  
Company in substitution for and to the exclusion  
of all existing Articles of Association thereof.

  
Chairman



---

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

## New Articles of Association

Still Pte.

of

AYLESTREAM

LIMITED

Adopted by Special Resolution on 12th January 1979

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1. Subject as hereinafter provided the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended (such Table being hereinafter called "Table A") and (such Act being hereinafter referred to as "the Act") shall apply to the Company but in case of any inconsistency between the provisions of Table A and those hereinafter contained the latter shall prevail. Regulations 3, 24, 52, 75, 77, 79, 88 to 94 (inclusive), 98, 107, 108, 109, 113, 134 and 136 of Part I of Table A shall not apply to the Company. In lieu thereof and in addition to the remaining regulations of Part I of Table A subject to the modifications hereinafter expressed the following shall be the regulations of the Company.

2. In regulation 1 of Part I of Table A:-

- (A) The definition of the word "Secretary" shall be deleted and the following definition shall be substituted therefor, namely:-

" 'Secretary' shall include a temporary or assistant Secretary and any person appointed by the Directors to perform any of the duties of Secretary."

- (B) The following additional definitions shall be added, namely:-

" 'The Statutes' means the Companies Acts 1948 to 1976 and every statutory modification or re-enactment thereof for the time being in force."

## PRIVATE COMPANY

3. The Company is a Private Company within the meanings of the Act and accordingly regulations 2, 4 and 5 of Part II of Table A shall apply to the Company.

## SHARES

4. Only such of the Issued Shares of the Company as are from time to time registered in the name of a company of which the Company is a subsidiary (within the meaning of Section 154 Companies Act 1948) shall be entitled to dividends but otherwise the said shares rank pari passu in all respects

5. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of these Articles and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

6. Unless otherwise determined by the Company in General Meeting and subject to the provisions of Article 9 any shares for the time being unissued shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limited to a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner, as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

7. Subject to the provisions of these Articles the Directors may for valuable consideration enter into any agreement giving to any person any call or right of preemption in respect of or any option to take shares and may (subject to the provisions of any Act of Parliament for the time being in force) issue any shares as fully or partially paid up as the consideration or part of the consideration for any property acquired by or work done for the Company.



8. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of an Ordinary Resolution be created upon the terms that they are, or at the option of the Company are liable, to be redeemed, and such shares may thereafter be issued in accordance with Article 6 hereof.

#### MODIFICATION OF RIGHTS

9. Subject to the provisions of Article 10 if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be modified, varied, extended or surrendered with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall mutatis mutandis apply, provided that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class, but so that every member of the class shall be entitled to one vote on a poll for every share of that class held by him and so that, if at any adjourned meeting of such holders a quorum as above defined is not present, those members present in person or by proxy shall be a quorum, and so that any holder of shares of the class present in person or by proxy may demand a poll. The Directors shall comply with the provisions of the Statutes as to forwarding a copy of any such Extraordinary Resolution to the Registrar of Companies. The rights conferred upon the holders of the shares of any class shall not, unless expressly provided by the terms of issue of the shares of that class, be deemed to be varied, altered or abrogated by the creation or issue of further shares ranking pari passu therewith

#### PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors, the fixing of the remuneration of the Directors, the appointment or re-appointment of the Auditors, and the remuneration or manner or remuneration of the Auditors. The report of the Directors shall be deemed notice of any special business mentioned or referred to therein

11. For the purposes of regulations 58 (as modified hereby) and 62 of Part I of Table A and regulation 4 of Part II of Table A a corporation represented by proxy under regulation 68 of Part I of Table A or by a representative under regulation 74 of Part I of Table A shall be deemed to be present in person.

12. Any member present in person and entitled to vote or deemed to be so present and entitled may demand a poll and regulation 58 of Part I of Table A shall be modified accordingly, The words "or not carried by a particular majority" shall be inserted after the words "or lost" in the said regulation 58.

13. Subject to the provisions of the statutes a resolution of the Company in writing signed by any company which is the immediate holding company of the Company shall be as valid and effective as if it had been passed as an ordinary resolution at a general meeting of the Company duly convened and held

#### DIRECTORS

14. The number of Directors shall not be less than two and there shall be no maximum number.

15. No share qualification shall be necessary for a Director.

16. (1) Any company which is the immediate holding company for the time being of the Company shall be entitled to appoint Directors of the Company and to remove any Director however appointed and to appoint another Director in place of any Director so appointed who, for any reason, ceases to be a Director

(2) Any appointment or removal pursuant to paragraph (1) of this Article shall be made by notice in writing addressed to the Secretary of the Company which shall either be signed by a majority of the Directors of such holding company or be signed by one Director of such holding company and have annexed thereto a certified copy of a resolution of the Board of Directors of the immediate holding company making the appointment or removal in question. Such notice shall take effect upon delivery to the Secretary of the Company

17. The Directors 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 to issue and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as securities for any debts liability or obligation of the Company or any third party.

18. The sub-paragraphs of sub-clause (2) of regulation 84 of Part I of Table A (which state the circumstances in which Directors can vote and be counted in the quorum present in respect of contracts and arrangements in which they are interested) shall be amended by deleting sub-paragraph (D) and by inserting the following sub-paragraph (D) and (E), namely:-

"(D) any contract or arrangement with any other company in which he is interested if that other company be a holding or subsidiary company of the Company or any other subsidiary of the Company's holding company or a company in which the Director is interested solely or mainly as an officer of the Company and/or as a holder of shares or other securities for normal investment purposes; or

(E) any arrangement or resolution in which he is interested relating to any fund or scheme for providing gratuities pensions or allowances for the benefit of employees (including Directors) of the Company pursuant to regulation 87 of Part I of Table A".

19. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and regulation 86 of Table A, Part I, shall be amended accordingly.

20. Any Director may from time to time appoint any other Director or any person approved by the Board of any company which is the immediate holding company for the time being of the Company to be an Alternate Director. Any Alternate Director appointed by the Chairman of the Board of Directors shall have all the powers of and shall act as Chairman at any meeting of the Board or any committee of the Board or any General Meeting at which the Chairman is not present. The appointee while he holds office as an Alternate Director shall be entitled to notice of the meetings of the Directors and to attend and vote thereat as a Director in the absence of the Director appointing him but he shall not require any qualification and shall not be entitled to be remunerated as a Director otherwise than out of the remuneration of the Director appointing him. An appointment so made may be revoked at any time by the appointor and shall cease if the appointor ceases to be a Director. An appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company.

21. (1) The quorum necessary for the transaction of the business of the Directors or of any committee of Directors shall be two. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by the regulations of the Company for the time being vested in or exercisable by the Directors generally.

(2) The Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

(3) A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Provided that, where a Director has appointed an Alternate Director but is not himself in the United Kingdom, the signature of such Alternate Director (if in the United Kingdom) shall be required.

#### DISQUALIFICATION OF DIRECTORS

22. The office of a Director shall be vacated:-

- (A) if by notice in writing to the Company he resigns the office of Director;
- (B) if he ceases to be a Director by virtue of Section 182 of the Act;
- (C) if he becomes bankrupt or enters into any arrangement with his creditors;
- (D) if he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act;
- (E) if he becomes of unsound mind;
- (F) if he be removed from office under regulation 96 of Table A, Part I or under Article 16;
- (G) if he be requested in writing by all his co-directors to resign.

23. Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

24. The Directors shall not be liable to retire by rotation, and accordingly in each of regulations 95 and 97 of Table A, Part I, the second sentence thereof shall be deleted.

#### EXECUTIVE DIRECTORS

25. (1) The Directors may from time to time appoint one or more of their body to be holder of any executive office including the office of Chairman or deputy-Chairman or Managing or Joint or Assistant Managing Director on such terms as to remuneration and otherwise and for such period as they may determine.

(2) The appointment of any Director to the executive office of Chairman or deputy-Chairman or Managing or Joint or Assistant Managing Director shall be subject to termination if he cease from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(3) The appointment of any Director to any other executive office shall be subject to termination if he cease from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company and any other person.

(4) The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

(5) The remuneration of any Director appointed to any office under this Article may be by way of salary, commission, participation in profits or of any other description and (without limiting the generality of the foregoing) may include admission to or continuance of membership of any scheme or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependants or the payment of a pension or other benefits to him or his dependants on or after retirement or death apart from membership of any such scheme or fund.

(6) The Directors shall have power to designate an employee of the Company as a local or departmental Director or a Director of any branch of the Company's business or a Director with any other distinctive title and for such period and such remuneration, with such powers and discretions (including attendance but not voting at Board Meetings) and in all respects on such terms as they may think fit and any such employee shall not by reason only of such designation be constituted a Director of the Company or a person occupying the position of a Director of the Company for the purposes of the Statutes or of these presents nor shall be required to hold any share qualification.

#### THE SEAL

26. The Directors shall provide for the safe custody of the seal which shall only be used by the authority then or thereafter given of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

## DIVIDENDS AND CAPITALISATION

27. Regulation 118 of Part I of Table A shall be amended by inserting after the words "particular date" the words "or pari passu with any shares already issued or on any other special terms".

## NOTICES

28.(1) A member who shall not be described in the register as having an address within the United Kingdom and shall not have supplied an address within the United Kingdom for the giving of notices to him pursuant to regulation 131 of Part I of Table A shall not be entitled to receive any notice from the Company.

(2) In regulation 131 of Part I of Table A the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

(3) In regulation 132 of Part I of Table A the words "and no holder other than the first named as aforesaid shall be entitled to receive any notice from the Company" shall be added at the end thereof.

29. Subject to the remaining provisions of the regulations for the time being of the Company, notice of every General Meeting shall be given in any manner hereby authorised to every member of the Company and (if the Company shall have so decided) to every person becoming entitled to a share in consequence of the death or bankruptcy of a member entitled at his death or bankruptcy to receive notices and to the Auditor for the time being of the Company. No other person shall be entitled to receive notice of General Meetings.

## WINDING UP

30. In regulation 135 of Part I of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

## INDEMNITY

31. The Directors, Managing Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees and agents (if any) for the time being acting in relation to any of the affairs of the Company and their respective executors or administrators shall be indemnified and secured harmless out of the assets of the Company from and against any liability incurred by them to the extent permitted by the Statutes.

## TRANSFER OF SHARES

32. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share Provided That (subject to regulation 2 of Part II of Table A) a transfer of any share by or to an immediate holding company of the Company shall be registered by any director of the Company or the Secretary upon production of a duly stamped transfer and the relative share certificate(s)

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

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## **New Articles of Association**

of **AYLESTREAM LIMITED.**

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Incorporated the 11th September 1950.

Simmons & Simmons,  
Solicitors,  
14, Dominion Street,  
London EC2M 2RJ

Ref. 5/X.7917/DC



# G

COMPANIES FORM No. 225(1)

# 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

0175

486215

Name of company

\* AYLESTREAM LIMITED

\* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

**Note**  
Please read notes 1 to 5 overleaf before completing this form

Day Month

3 1 0 7

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 0 7 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement shall be completed:

See note 4c and complete as appropriate

The company is a [subsidiary] [holding company]† of

, company number

the accounting reference date of which is

Signed

K. E. [Signature]

[Director] [Secretary]† Date 24th July 1986

PRINTED AND SUPPLIED BY

**Jurians**

JOHN & SONS LIMITED  
100, PARK ROAD  
STATION, NEWCASTLE  
TYNE AND WARE  
TELEPHONE 0191 263 0000  
FACSIMILE 0191 263 0000



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

AYLESTREAM LTD.

100, PARK ROAD

For official Use  
General Section

Post room

**G**

COMPANIES FORM No. 386

**Notice of passing of resolution  
removing an auditor****386**Please do not  
write in  
this margin

Pursuant to section 386 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

4 8 6 2 1 5

Name of company

\* Insert full name  
of company

AYLESTREAM LTD.

gives notice that by a resolution passed at a general meeting of the company

on 21st April 19 89

† Insert name  
and address of  
removed  
auditor(s)

† Barsham, Bradford and Hamilton

of 1 Lincoln's Inn Fields

LONDON WC2A 3AA

Postcode:

was removed as auditor before the expiration of his term of office, with effect from  
[the passing of the resolution]‡‡ Delete or  
complete as  
appropriate

[ ] 19 [ ] ‡

§ Insert  
Director  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland)  
as appropriate

Signed

C. G. Smith

Director &  
Designation Secretary Date 2 May 1989Presenter's name, address and  
reference (if any):K.G. Smith  
Director & Secretary  
Aylestream Ltd.  
Antiference Ltd.  
AYLESBURY, Bucks. HP19 3BJ  
REF: KGS/SMG

c/o

For official use  
General Section

Post room

COMPA  
4 MAY 1989  
M

Company No. 486215

**THE COMPANIES ACT 1985 to 1989**

**COMPANY LIMITED BY SHARES**

**ELECTIVE RESOLUTIONS**

**of**

**AYLESTREAM LIMITED**

**passed on 20th October 1994**

At the Annual General Meeting of the Company duly convened and held at Vines Lane, Droitwich, Worcestershire WR9 8ND on 20th October 1994, Resolutions 1 and 2 below were passed as Elective Resolutions:

**ELECTIVE RESOLUTIONS**

1. **THAT** pursuant to section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. **THAT** pursuant to section 366A of the Companies Act 1985 the Company hereby elects to dispense with holding Annual General Meetings.

  
Chairman

