No. of Company 584047 /1

Form No. 41

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on Application for registration of a Company.

Companies Registration Fee Stamp must be impressed here

Pursuant to Section 15(2).

REGISTERED
16 MAY 1957

Name of Company ALHILL Limited.

I, Thomas Arthur Herbert, of 156 Strand, London, W.C.2, do solemnly and sincerely declare that I am (*a*) a person named in the Articles of Association as a Secretary of ALHILL 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 7, NEW SQUARE, LINCOLN'S INN, LONDON, W.C.2.
the 2nd day of April 1957
before me.
R S Meechom
(*b*) A Commissioner of Oaths.

Thos. Herbert

(*a*) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") "engaged in the formation," or "A person named in the Articles of Association as a Director or Secretary."
(*b*) or Notary Public or Justice of the Peace

Presented by BUSINESS ECONOMY PRODUCTS LTD.
Company Registration Agents and Printers
156 STRAND, LONDON, W.C.2 Telephones: Temple Bar 8377/8378

The Margin is reserved for Binding, and must not be written across

No. of Company 584047 /2

Form No. 25

THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1933

ALHILL LIMITED

STATEMENT of the Nominal Capital made pursuant to Section 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.

REGISTERED
16 MAY 1957

The NOMINAL CAPITAL of

ALHILL Limited

Signature

Description Secretary

Date 2nd April, 1957.

Presented by BUSINESS ECONOMY PRODUCTS, LTD.
Company Registration Agents and Printers
156 STRAND, LONDON, W.C.2 Telephones: Temple Bar 8377/8378

TRD/1

58404/3

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ALHILL LIMITED

REGISTERED
16 MAY 1957

1. The name of the Company is:- "ALHILL 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 carry on the business or business of advertising and publicity agents and specialists, press agents, press cutting agents, railway, omnibus and tramcar advertising contractors, sandwich-board men, bill-posters, advertising consultants, artists, designers and illustrators, draughtsmen, display specialists and contractors, window dressing specialists, shop fitters, manufacturers, sales consultants and specialists, and business advisers, office organisers, illuminated and other sign manufacturers, figure and novelty manufacturers, cabinet makers, sculptors, joiners, engineers, printers, publishers, stationers, musical and general magazine, newspaper, and periodical proprietors, newspaper proprietors and agents, book manufacturers, book-binders and depository proprietors and contractors generally, shorthand, typewriting and translation bureau, and agency business of all kinds; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.

(b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

TRD/1

COMPANY REGISTRATION SPECIALISTS
STRAND, LONDON, W.C.2
TEM. 8377-8378

56655

(c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.

(d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings 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 or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.

(f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.

(g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.

(h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.

(j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

(k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, 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, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.

(m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.

(n) To remunerate any person 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.

(o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections or such persons and to grant pensions and allowances to any such persons.

(r) To distribute any property of the Company in specie among the members.

(s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained 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, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Jean Herbert Jean Herbert, 156, Strand, London, W.C.2. Company Director	One ONE
Thos. A. Herbert Thomas Arthur Herbert, 156, Strand, London, W.C.2. Barrister-at-Law	One ONE

DATED the 18th day of January, 1956.

WITNESS to the above signatures:-

C. F. Herbert.

Christine Freda Herbert,
7, The Avenue,
Muswell Hill,
London, N.10.

Company Director.

584047/N

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

ALHILL LIMITED

REGISTERED
16 MAY 1957

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

LIEN

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares 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.

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

FIRST DIRECTORS

13. The first Director(s) of the Company shall be:- determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be:- THOMAS ARTHUR HERBERT.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Jean Herbert

JEAN HERBERT,
156, Strand,
London, W.C.2.

COMPANY DIRECTOR.

Thos. A. Herbert

THOMAS ARTHUR HERBERT,
156, Strand,
London, W.C.2.

BARRISTER-AT-LAW.

DATED the 18th day of January, 1956

WITNESS to the above signatures:-

E. G. Herbert.

Christine Freda Herbert,
7, The Avenue,
Muswell Hill,
London, N.10.

COMPANY DIRECTOR.

DUPLICATE FOR THE FILE

No. 584047

Certificate of Incorporation

I Hereby Certify That

ALHILL LIMITED

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

Given under my hand at London this Sixteenth day of May One Thousand Nine Hundred and Fifty-seven.

Registrar of Companies

Certificate received by BUSINESS & DATA PROCESSING PRODUCTS LTD. COMPANY REGISTRATION SPECIALISTS

Date 16.5.57

EM. 8377-8378

No. 584047. #8

12214/57

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

ALHILL LIMITED

Passed the 1st day of October, 1957.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office on the 1st day of October, 1957, the following SPECIAL RESOLUTION was duly passed.

RESOLUTION

"That the name of the Company be changed from 'ALHILL LIMITED' to 'GOLLEY, SLATER & PARTNERS LIMITED.'"

REGISTERED 21 OCT 1957

CHAIRMAN.

21 OCT 1957

Resolution printed by lithographic process by
BUSINESS ECONOMY PRODUCTS LIMITED, 156, Strand, London.W.C.2.

Secretary.

1882

140

Company Number 584047

B

Reference: C.R. 98/2214/57

BOARD OF TRADE,

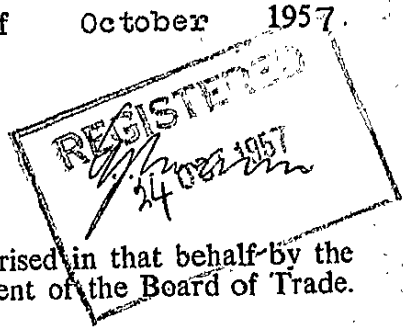
COMPANIES ACT, 1948

ALHILL Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to GOLLEY, SLATER & PARTNERS LIMITED.

Signed on behalf of the Board of Trade

this twenty-fourth day of October 1957.



Authorised in that behalf by the President of the Board of Trade.

No. C. 60.

(B279) Wt. 44491—1029. 3M. 7/56. P. & N., Ltd. G744.

No. C.172

DUPLICATE FOR THE FILE.

No. 584047 / 9

Certificate of Incorporation on Change of Name

Whereas

ALHILL LIMITED

was incorporated as a limited company under the

Companies Act, 1948,

on the sixteenth day of May, 1957

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited Company incorporated under the name of

GOLLEY, SLATER & PARTNERS LIMITED

Given under my hand at London, this twenty-fourth day of October One thousand nine hundred and fifty seven

L. B. Caldicott
Registrar of Companies.

Certificate received by Alhill Ltd
Business Economy Products Ltd
156, STRAND, W.C.2

Date 31.10.57

2277

No. 534047 | 22.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

GOLLEY, SLATER & PARTNERS LIMITED

Passed the 13th day of April, 1960

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the House of Commons, Westminster, on the 13th day of April, 1960, the following ORDINARY RESOLUTION was duly Passed:-

REGISTERED 4 JUN 1960

RESOLUTION

That the authorized Capital of the Company be increased from £100 to £10,000 by the creation of 9,900 Shares of £1 each, to rank pari passu in all respects with the existing shares of the Company.

Chairman.

4 JUN 1960

Ordinary Resolution printed by lithographic process by Business Economy Products Ltd., 156 Strand, London. W.C.2. also 19 Walker Street, Edinburgh. 3.

Secretary.

A 248

No. of Company 584047 / 23

[C.F. 10]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF COMPANY GOLLEY, SLATER & PARTNERS LIMITED.

REGISTERED 4 JUN 1960

Cat. No. C.F. 10.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

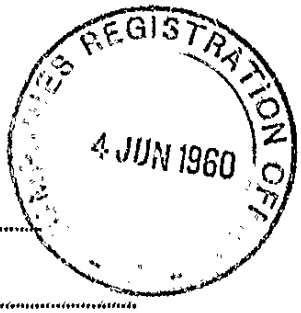
S1585 (P)

Presented by

J.D. JENNINGS

Columbia House,

Aldwych, W.C. 2



C 349

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

GOLLEY, SLATER & PARTNERS

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (*a*) an Ordinary Resolution of the Company dated the 13th day of April 1960, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 9,900 beyond the registered Capital of £ 100

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
9,900 100 10000	Ordinary	One Pound

The conditions (*e.g.*, voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

To rank pari passu in all respects with the existing Shares of the Company.

~~of the new Shares are Preference Shares, and are (*b*) [not] redeemable.~~

(*Signature*) J. D. Jennings

(*State whether Director, or Secretary*) Secretary

Dated the 3rd day of June 1960

(*a*) "Ordinary," "Extraordinary" or "Special"

(*b*) Delete as appropriate.

This margin to be reserved for binding.

No. of Company 584047 | 25.

Inland Revenue Duty Stamp to be impressed here.

COMPANY HAVING A SHARE CAPITAL.

Statement of Increase of Nominal Capital.

Pursuant to Section 112 *of the Stamp Act*, 1891.

(Note.—The stamp duty on an increase of Nominal Capital is Ten shillings every £100 or fraction of £100—Section 41, Finance Act, 1933.)

Name of Company GOLLEY, SLATER & PARTNERS

LIMITED.

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

REGISTERED 10 JUN 1960

Note.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. No. CA.26.

JORDAN & SONS, LTD., 116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD., 7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1223(x)L

Presented for registration by

J.D. JENNINGS

Columbia House, Aldwych, W.C. 2.

10 JUN 1960

COMPANIES REGISTRY 4 JUN 1960

The Nominal Capital

OF

GOLLEY, SLATER & PARTNERS

LIMITED,

has by a Resolution of the Company dated the Thirteenth day of April, 1960, been increased by the addition thereto of the sum of Nine Thousand Nine Hundred Pounds, divided into Nine Thousand Nine Hundred Shares of One Pound each, beyond the Registered Capital of One Hundred Pounds.

Signature J. D. Fenning

Description Secretary

Date 3rd June 1960

*This Statement must be signed by an officer of the Company.

This margin is reserved for binding, and must not be written across.

No. 584047/27

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GOLLEY, SLATER & PARTNERS LIMITED

Passed the 17th day of June, 1960

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened, and held at the Registered Office, on the 17th day of June, 1960, the following SPECIAL RESOLUTION was passed:

REGISTERED
23 AUG 1960

RESOLUTION

1. "THAT the sum of £4,900 of profit earned in the five months ended 30th April 1960 as per the accounts provided to the meeting together with the profit earned to date in the month of May 1960, after providing for taxation be capitalised by the issue of fully paid bonus shares to the existing shareholders in the proportion of 49 ordinary shares of £1 each fully paid for every one ordinary share of £1 held at this date.

2. "THAT 5000 ordinary shares of £1 each be issued for cash at par to the existing shareholders registered in the books of the Company on this date in the proportion of 50 ordinary shares of £1 each for every one ordinary share of £1 held.

3. "THAT the Articles of Association in respect to the maximum number of Directors be altered in Clause 7 by deleting the number "five" and inserting "seven" in place thereof.

COMPANIES REGISTRATION OFFICE
23 AUG 1960

Director

Secretary.

SPECIAL RESOLUTION printed by lithographic process by BUSINESS ECONOMY PRODUCTS LIMITED, 156, STRAND, LONDON, W.C.2., also at 19, WALKER STREET, EDINBURGH, 3.

807

28/7/60

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

GOLLEY, SLATER & PARTNERS LIMITED

Passed the 1st day of November, 1960

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Columbia House, Aldwych, W.C.2. on the 1st day of November, 1960, the following ORDINARY RESOLUTION was duly passed:-

RESOLUTION

THAT the authorized Capital of the Company be increased from £10,000 to £20,000 by the creation of 10,000 shares of £1 each. to rank pari passu in all respects with the existing shares of the Company.

J. D. Jenn

Chairman

REGISTERED 18 NOV 1960

ORDINARY RESOLUTION printed by lithographic process by Business Economy Products Ltd., 156 Strand, London. W.C.2. also 19 Walker Street, Edinburgh. 3.

Secretary

COMPANIES REGISTRATION OFFICE 18 NOV 1960

12 NOV 1960

CCD paid 12 [illegible] for allowance Mr. Effinwell 14/11/60

No. of Company 584047 / 29

Inland Revenue Duty Stamp to be impressed here.

COMPANY HAVING A SHARE CAPITAL.

Statement of Increase of Nominal Capital

Block out

Pursuant to Section 112 *of the Stamp Act*, 1891. 5/- CRF

Impress 5/- CCD Pay

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF COMPANY GOLLEY, SLATER & PARTNERS LIMITED

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

REGISTERED 29 NOV 1960

CAT. No. CA.26.

JORDAN & SONS, LTD., 116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD., 7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1223(R)L

COMPANIES REGISTRATION 28 NOV 1960

COMPANIES REGISTRATION OFFICE 18 NOV 1960

12 NOV 1960

Presented for registration by

J. D. JENNINGS

The Nominal Capital

OF

GOLLEY, SLATER & PARTNERS

LIMITED,

has by a Resolution of the Company dated the First day

of November, 1960, been increased by the addition thereto of

the sum of Ten Thousand Pounds,

divided into Ten Thousand Shares

of One Pound each,

beyond the Registered Capital of Ten Thousand pounds

*Signature J. D. Jennings.

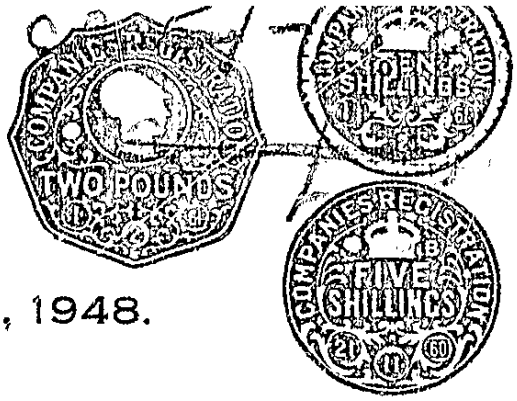
Description Secretary.

Date 7th November, 1960.

*This Statement must be signed by an officer of the Company.

This margin is reserved for binding, and must not be written across.

NO. OF COMPANY 584047/32.



THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF COMPANY GOLLEY, SLATER & PARTNERS

LIMITED.

Cat. No. C.F. 10.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS, LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1585 (p)

REGISTERED 1 FEB 1961

COMPANIES REGISTRATION OFFICE 18 NOV 1960 M.C.

12 NOV 1960

C24

Presented by

J.D. JENNINGS,

COLUMBIA HOUSE, ALDWYCH,

LONDON, W.C. 2.

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

GOLLEY, SLATER & PARTNERS

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (*a*) an Ordinary Resolution of the Company dated the First day of November, 1960, the nominal Capital of the Company has been increased by the addition thereto of the sum of £10,000 beyond the registered Capital of £10,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
10,000	Ordinary	One Pound

The conditions (*e.g.*, voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

To rank pari passu in all respects with the existing shares of the Company

~~of the new Shares are Preference Shares, and are (b) [not] redeemable~~

(*Signature*) J. D. Jennings

(*State whether Director, or Secretary*) Secretary.

Dated the seventh day of November 1960

(*a*) "Ordinary," "Extraordinary" or "Special"

(*b*) Delete as appropriate.

This margin to be reserved for binding.

63

Number of Company 584047

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

SPECIAL ~~Extraordinary~~ Resolution

(*Pursuant to s. 141 (2) of the Companies Act 1948*)

OF

Golley, Slater & Partners Ltd.

LIMITED

Passed 1st June, *19*73

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 9/11 The Hayes, Cardiff

on the 1st day of June, 1973, the subjoined SPECIAL ~~Extraordinary~~ Resolution duly passed, viz.:—

RESOLUTION

That the Articles of Association in respect of the maximum number of Directors be altered in Clause 7 by deleting the number 7 and inserting 12 in place thereof.

Signature A. O. Golley

Managing Director

To be signed by the Chairman, a Director, or the Secretary of the Company

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

COMPANIES REGISTRATION OFFICE 18 JUN 1973 23

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.

Companies 7* * * * * F20956.30-1-73

FEE
£ 40
COMPANIES REGISTRATION

GOLLEY SLATER & PARTNERS LIMITED

COMPANY NO: 584047

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the above named company duly convened and held at 9-11 The Hayes, Cardiff on 3/11/86, the following resolution was passed as a Special Resolution :-

SPECIAL RESOLUTION

"THAT the name of the company be changed to Golley Slater Group Limited".

Signed .....

D G THOMAS
Secretary

COMPANIES REGISTRATION OFFICE
14 NOV 1986
FIG

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 584047/97

I hereby certify that

GOLLEY SLATER & PARTNERS LIMITED

having by special resolution changed its name, is now incorporated under the name of

GOLLEY SLATER GROUP LIMITED

Given under my hand at the Companies Registration Office, Cardiff the 1ST DECEMBER 1986

C R Williams

MRS. C. R. WILLIAMS

an authorised officer

C.172

THE COMPANIES ACT 1985

ORDINARY RESOLUTION

GOLLEY SLATER GROUP LIMITED

COMPANY NUMBER: 584047

At an Extraordinary General Meeting of the above named company duly convened and held at 9/11, THE HAYES, CARDIFF

on 31st AUGUST 1988

the following Resolution was passed as an

ORDINARY RESOLUTION:-

1. THAT upon the recommendation of the Directors it is desirable to capitalise the sum of £30,000 being part of the amount standing to the credit of the Company's reserves and accordingly that the Directors be authorised and directed to appropriate the said sum for distribution to the holders of the Ordinary Shares of £1 each on the Register at the close of business on the 31st August 1988 in proportion to the amounts paid up on the issued Ordinary Shares of £1 each then held by them respectively and to apply such sum on behalf of such holders in paying up in full 30,000 of the unissued Ordinary Shares of £1 each in the Capital of the Company, such shares to be allotted and distributed, credited as fully paid up, to and amongst such holders in proportion of three new shares for every two Ordinary shares held on that date and that such shares shall rank for all purposes pari passu with the existing issued Ordinary Shares of the Company. Provided that this authority shall expire five years from the date hereof.

Signed.....

D G THOMAS

COMPANIES REGISTRATION
15 SEP 1988
OFFICE 20

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 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 584047

Name of company

* GOLLEY SLATER GROUP LIMITED

* insert full name of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 31 August 1988 the nominal capital of the company has been increased by £ 30,000 beyond the registered capital of £ 20,000.

§ the copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.§

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

To rank pari passu with the existing shares in the company.

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

Please tick here if continued overleaf ☐

Signed [signature] Designation‡ Director Date 31. 8. 88

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

Touche Ross & Co
Blenheim House
Fitzalan Court
Newport Road
Cardiff

For official Use

General Section

Post room

COMPANIES REGISTRATION OFFICE 15 SEP 1988 M 20

PRINTED AND SUPPLIED BY Jordans
JORDAN & SONS LIMITED
21 ST THOMAS STREET
BRISTOL BS1 6JS
TELEPHONE 0272 230600
TELEX 449119 FAX 0272 230063
CX 78161 BRISTOL
TELECOM GOLD 74 JOR007

5/87

THE COMPANIES ACT 1985

ORDINARY RESOLUTION

GOLLEY SLATER GROUP LTD

COMPANY NUMBER: 584047

At an Extraordinary General Meeting of the above named company duly convened and held at 9/11 THE HAYES CARDIFF

on 31ST AUGUST 1988

the following Resolution was passed as an

ORDINARY RESOLUTION

"THAT the share capital of the company be increased to £50,000 by the creation of £30,000 additional ordinary shares of £1 each".

SIGNED.....

D G Thomas

COMPANIES REGISTRATION
15 SEP 1988
OFFICE 20
M