No. of Company 807833

Form No. 41

THE COMPANIES ACT, 1948

A Companies Registration Fee Stamp of 5s. 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)

REGISTERED
4 JUN 1964

Name of Company :

COSMIC SECURITIES

LIMITED

Presented by

Michael Conn & Co.,
17 Wigmore Street,
London W.1.

H. A. JUST & CO. LTD.,
Company Printers and Registration Agents
71 NEW OXFORD STREET, LONDON, W.C.1
Telephone : TEMple BAR 2261

COMPANIES REGISTRATION OFFICE
MAY 1964

I, MICHAEL BERMAN CONN

of 17 WIGMORE STREET LONDON W1

Do solemnly and sincerely declare that I am [a solicitor of the Supreme Court engaged in the formation] *(a)* [~~a person named in the Articles of Association as a Director/Secretary~~]

Delete words not applicable

of

COSMIC SECURITIES 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 61 Queen Anne Street, London, W1

the 9th day of [illegible]

one thousand nine hundred and sixty-four

before me.

Clifford Adams

(b) A Commissioner for Oaths.

(a) or in Scotland 'a Solicitor engaged in formation'

(b) or Notary Public or Justice of the Peace.

TEN SHILLINGS

No. of Company 807833/2

REGISTERED
JUN 1964

COSMIC SECURITIES

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.

The NOMINAL CAPITAL of COSMIC SECURITIES Limited,

is £100, divided into 100 shares of £1 each

Signature [signature]

Description Director

Date 25th May 1964

Presented by

Michael Conn & Co.,
17 Wigmore Street,
London W.1.

H. A. JUST & CO. LTD.,
Company Printers and Registration Agents
71 NEW OXFORD STREET, LONDON, W.C.1
Telephone : TEMPLE BAR 2261

THE COMPANIES ACT, 1948

807833 / 3

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Cosmic Securities Limited

REGISTERED
4 JUN 1964

1. The name of the Company is :- "COSMIC SECURITIES 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 finance hire purchase agreements in respect of any property or assets, and to carry on, either as principal, agent or trustee, any kind of business or financial trading or commercial or other operation commonly carried on or undertaken by financiers, capitalists, and concessionnaires.

(b) To carry on business as financiers, capitalists, concessionnaires, merchant bankers, commercial and general agents, mortgage brokers, financial agents and advisers, insurance brokers and agents, exporters and importers of goods and merchandise of all kinds, and merchants generally.

(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 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 business or property so purchased or acquired.

(f) To apply for, purchase or otherwise acquire any patents, licences 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 interests 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 with or without security and subject to such conditions as may seem desirable.

(j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the per- formance 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 pre- sent 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 (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.

(r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.

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

(t) 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 to 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 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
Michael Bernard Cohen 17, Wigmore Street, London W.1 Solicitor	One
Hadassa Rachel Cohen "Ravissing" Cedars Close London N.W.4 Married Woman	One

DATED this 25th day of May 1964.

WITNESS to the above signatures :-

H. Thornwood
51 Blythwood Road
Pinner, Middx
Secretary.

THE COMPANIES ACT, 1948

807833 / 4

COMPANY LIMITED BY SHARES

Articles of Association

OF

Cosmic Securities Limited

REGISTERED
4 JUN 1964

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table 'A' shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS.

9. The number of Directors shall not be less than one nor more than five and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association of the Company.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

[illegible]

[illegible]

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
Michael Bernard Cann 17, Wigmore Street London W.1 Solicitor Vanessa Rachel Cann Ranier Corless Close London N.W.4 Married Woman

DATED this 25th day of May 1964

WITNESS to the above signatures :-

B.W. Thorwood
51 Blythwood Road
Pinner, Middx
Secretary.

No. 807833

Certificate of Incorporation

I Hereby Certify that

COSMIC SECURITIES LIMITED

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

Given under my hand at London this FOURTH DAY OF JUNE ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

L. S. Fitzfield.

Assistant Registrar of Companies.

Certificate received by

Date 4 JUNE 1964

(34274) Wt. 32643 5011 9 63 5(?) K.D. L

No. OF COMPANY 1076533

THE COMPANIES ACTS 1948 – 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

COSMIC SECURITIES LIMITED

Passed the 1st day of December 1971

At an Extraordinary General Meeting of the Members of the above named Company convened with the consent of all members by short notice and held at 17 Wigmore Street London W.1. on the 1st day of December 1971 the following Resolution was duly passed as a Special Resolution:

RESOLUTION

That the Memorandum of Association of the Company be altered by deleting sub-clause (a) of Clause 3 thereof and substituting the following sub-clause:

(a) To purchase sell hold take on lease or in exchange or otherwise acquire and deal in lands or buildings wherever situate or rights or interests therein or connected therewith and to manage or let the same or any part thereof on such terms as the Company thinks fit or to develop the same or any part thereof as a building estate and to construct and erect houses flats and buildings of any kind thereon to lay out roads and pleasure gardens and recreation grounds to pull down alter or improve buildings to plant drain or otherwise improve the land or any part thereof and to purchase sell hold exchange and deal in stocks shares debentures bonds and securities of all types including reversionary contingent and other interests in real and personal property

M.B. COHN

Chairman

COMPANIES REGISTRATION