

No. of Company

807833

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COMPANIES
REGISTRATION

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)

Name of Company :

COSMIC SECURITIES

LIMITED

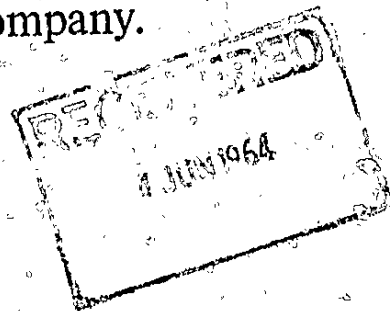
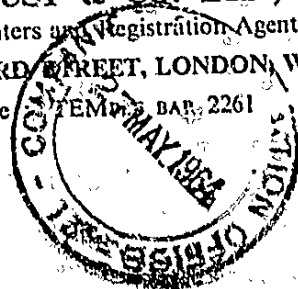
Represented by

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



I, MICHAEL DEEMAN, CONN
of 17 WIGMORE STREET LONDON W1

Delete words
not applicable

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~~]

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 15th day of 1st
one thousand nine hundred and sixty-four
before me.

Clifford Lewis
(b) A Commissioner for Oaths.

(a) or in Scotland 'a Solicitor engaged in formation'
(b) or Notary Public or Justice of the Peace.

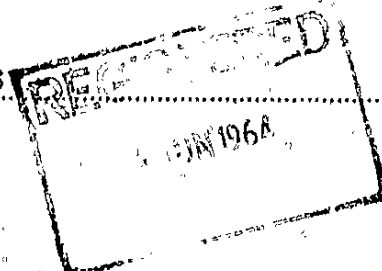
No. of Company

807833



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

Description Director

Date 28th 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

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JAPAN'S
REGISTRATION

THE COMPANIES ACT, 1948

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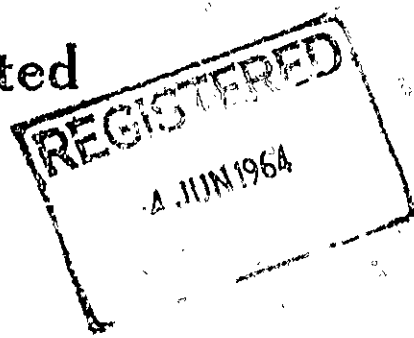
COMPANY LIMITED BY SHARES



Memorandum of Association

OF

Cosmic Securities Limited



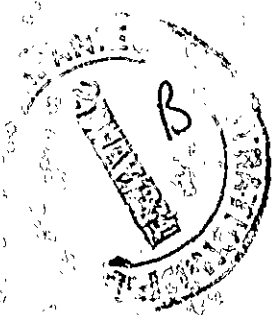
1. The name of the Company is : "COSMIC SECURITIES LIMITED".

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, lease, 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 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 (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
<i>Mr Robert Bernard Conn</i> <i>17, Wignmore Street,</i> <i>London W.1</i> <i>SSMinter</i>	<i>One</i>
<i>Madame Rachel Conn</i> <i>"Ravering"</i> <i>Cochers Chase</i> <i>London W. W 4</i> <i>Married Woman</i>	<i>One</i>

DATED this 25th day of *May* 1964.

WITNESS to the above signatures :-

W. Howard
51, Glythwood Road
Pinner, Middlesex
Secretary.

THE COMPANIES ACT, 1948

807833

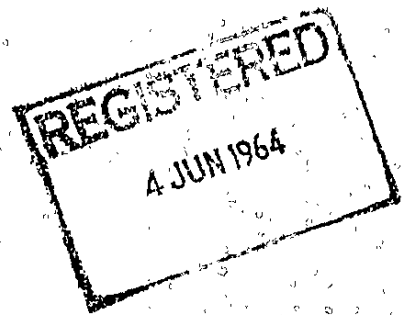
COMPANY LIMITED BY SHARES



Articles of Association

OF

Cosmic Securities Limited



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.

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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.

SECRET

TO: [illegible]
FROM: [illegible]
SUBJECT: [illegible]
[illegible text block]

1

NAME'S ADDRESS AND DESCRIPTIONS OF SUBSTANCES

Marshall Bernard Cam
17, Wyndham Street
London W.C.2
England

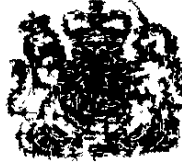
Marshall Bernard Cam
Racing
Curling Club
London N.W.4
England

DATED this 25th day of May 1964

WITNESS to the above signatures :-

B. Whitwood
51 Plymwood Road
Harrow, Middx
Secretary

807833



Certificate of Incorporation

I Hereby Certify that

COSMIC SECURITIES LIMITED

is this day incorporated under the Companies Act, 1928, 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. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

Date **4 JUN 1964**

THE COMPANIES ACTS 1945 - 1947

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. COOK

Chairman

