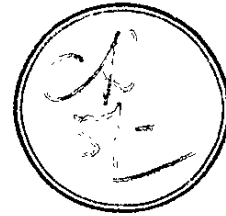


Number of } 818655
Company }

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) of the Companies Act, 1948.

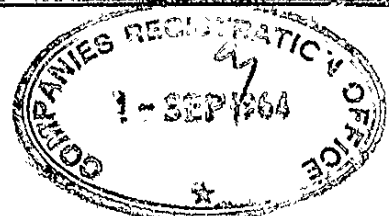
Name
of
Company

M. LENNON & Co.,

LIMITED



Presented by



I, AUGUSTE FRANCIS PHILIBERT
of 40, PLEYDELL AVENUE, LONDON, S.E.19

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation."
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a) A PERSON
NAMED IN THE ARTICLES OF
ASSOCIATION AS SECRETARY

of
M. LENNON & CO., 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 62/64 Throgmorton
London, E.C.2.
the 18 day of September 1967

Before me,

Heather Jones

A. Philibert

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

Number of }
Certificate } 818655

Form No. 25

THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1933



A stamp for
the appropriate
amount of the
Duty must be
impressed
here.
(See note 2 below)

Statement of the Nominal Capital

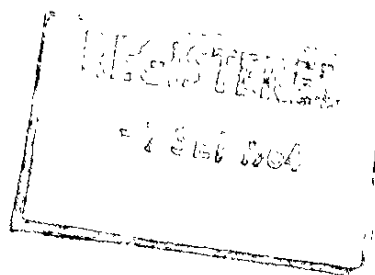
Pursuant to Section 112 of the Stamp Act, 1891, and Section 41 of the Finance Act, 1933.

Name
of
Company

M. LENNON & CO. Limited

- NOTES :—(1) This Statement must be filed with the Memorandum of Association and other documents when the Company is registered.
- (2) Stamp Duty is payable on the Nominal Capital at the rate of Ten Shillings for every £100 or fraction of £100.

Presented by :—

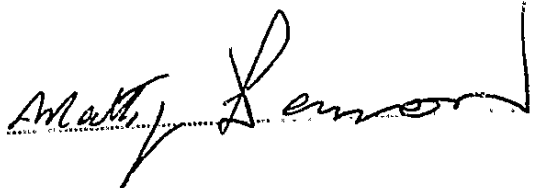


THE NOMINAL CAPITAL

OF

..... M. LENNON & Co., LIMITED,
 is..... FIVE HUNDRED Pounds, divided
 into..... FIVE HUNDRED ORDINARY Shares
 of..... £ each.

Signature



*Description



Dated the..... 8th day of..... August 1964.

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

*This Statement must be signed by an Officer of the Company

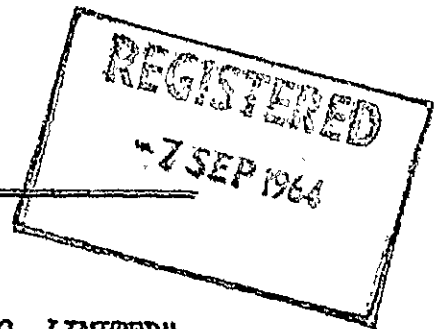
818655

COMPANY
LIMITED BY SHARES.



Memorandum of Association of

M. LENNON & CO.,
LIMITED.



1. The name of the company is ² "M. LENNON & CO., LIMITED"
2. The Registered Office of the company will be situate in England.
3. The objects for which the company is established are:-
 - (A) (i) To carry on the business or businesses of builders and contractors, haulage contractors, demolition and excavation contractors, consultants and engineers; plant hirers and contractors, Public Works contractors, civil engineers; constructors of sewage, drainage and earthworks of all kinds; mechanical and electrical engineers and general engineers; site and land clearers, tree fellers, timber merchants, quarrymen and excavators and dealers in sand, ballast and similar products; estate agents, mortgage and insurance brokers, lessees and lessors, furniture manufacturers and dealers; to operate as garage proprietors and hirers of motor vehicles to the building industry.
 - (ii) To carry on business as Property Developers and Consultants in all its branches, and to purchase, take on lease or in exchange, or otherwise acquire any lands and buildings and any estates or any interest in any rights connected with any such lands or buildings, and to develop any land so acquired by laying out and preparing the same for building purposes; estate managers and developers, and dealers in property and estates; buyers, sellers, agents, managers and converters of real and personal property and businesses of all kinds, including the building and/or conversion of houses, flats, offices, warehouses, factories and the like, and the letting thereof; to finance and enter into contracts with builders, civil engineers and/or others to construct, maintain, improve, develop and maintain any property of the Company or in which the Company has an interest or which the Company may acquire from time to time.



- (B) To carry on any other business whatsoever which can in the opinion of the Company be conveniently or advantageously carried on in conjunction with or ancillary to any of the above businesses.
- (C) To do all or any of the above things in Great Britain or in any other part of the world, and whether acting as principals, agents, sub-contractors, trustees or otherwise, and whether acting alone or in association with others, or by or through agents, sub-contractors, trustees or others.
- (D) To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorised to carry on, or to purchase or acquire any interest in or rent or hire any other real or personal property whatsoever necessary or convenient for the purposes of the company.
- (E) To apply for, purchase or otherwise acquire any licences, trade marks, copyrights, patents or any other protective rights or concessions; to utilise the money and resources of the Company for the purpose of testing, improving or experimenting in connection with these rights and to protect, renew, use, manufacture under and exploit the same in any way considered likely to be profitable or advantageous to the company.
- (F) To lay down, enlarge, alter and maintain any buildings, works, plant, machinery or any other constructions whatsoever necessary or convenient for any of the purposes of the company.
- (G) To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company.
- (H) To act as brokers, agents, sub-contractors or trustees on behalf of any person, company or firm.
- (I) To promote any other company, and to underwrite the shares or debentures of that company.
- (J) To amalgamate with or enter into any partnership, joint venture, union or profit-sharing or other business arrangement with any other company, firm, association or person.
- (K) To execute, accept, indorse, issue, buy and discount promissory notes, bills of exchange, bills of lading and any other negotiable and transferable instruments.
- (L) To borrow, and raise, and secure the payment of money in such manner as the company shall think fit; in particular to borrow money by the issue of debentures or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital.

- (M) To receive money or valuables deposited by any person on loan or for safe custody, and generally to act as bankers.
- (N) To invest the funds of the company in shares or debentures of other companies, or upon such other investments or securities as the company may determine, to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient, and to guarantee or give security for any liability or obligation of any person company or firm.
- (O) To issue or allot debentures or fully or partly paid up shares in the company in consideration of services rendered or for any property or assets acquired by the company.
- (P) To sell all or any part of the undertaking, goodwill and assets of the company for such price and upon such terms as may be thought fit, and to accept in respect of such sale any shares or securities in other companies or any other consideration whatsoever.
- (Q) To distribute among the members, in cash or in kind, any property of the company, or the proceeds of sale of any property of the company, provided that no distribution amounting to a reduction of capital shall be made without taking the necessary steps and obtaining the necessary sanctions required by law.
- (R) To support and subscribe to any association for the promotion of any trade in which the Company may be engaged.
- (S) To establish any scheme, whether by the issue of shares or otherwise, whereby employees may share in the profits or take part in the management of the company.
- (T) To pay pensions or give financial assistance to employees or past employees of the company or to their relatives or dependants; to establish or contribute to any pension, provident, accident, insurance or other scheme operating for the benefit of employees or past employees of the company; to make gifts and donations to and to subscribe to any hospital, club or society or to any educational, religious or charitable institution or purpose which the company may approve.
- (U) To procure the company to be registered or otherwise recognised in any part of the world.
- (V) To pay the expenses of or incidental to the promotion and incorporation of the company.
- (W) To do all such other things as are conducive or incidental to the above objects or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything contained in any other sub-clause.

4. The liability of the members is limited. ✓

5. The share capital of the company is £500 divided into 500 Ordinary shares of £1 each. ✓

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.
<p>MATTHEW LENNON, 30^A MARRIOTT RD, LONDON. N.H. Building Trade Contractor, with James</p>	1
<p>KATHLEEN LENNON, 30^A MARRIOTT RD. LONDON. N.H., As. Share Register. Kathleen Lennon.</p>	1

Dated this 8th day of August, 1964

Witness to the above signatures *Martin Joseph Donohue*

MARTIN JOSEPH DONOHUE
47, ELMSDALE ROAD,
LONDON, E.17
BUILDING CONTRACTOR.

818655

COMPANY
LIMITED BY SHARES.

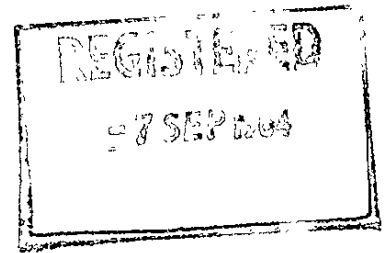


Articles of Association

OF

M. LENNON & CO.,

LIMITED.



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, 75 and 88 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. No shares shall be issued at a discount save in the manner provided by section 57 of the Act.
4. Subject to the provisions of Article 3 above and to regulation 2 of Part II of the aforesaid Table A and subject to any directions given by the company in general meeting, the shares of the company shall be at the disposal of the directors who may issue and dispose of the same to such persons and on such conditions as they think fit.

BORROWING POWERS.

5. 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 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; and clause 79 in Part I of Table A shall be modified accordingly.

DIRECTORS

6. The first director(s) of the Company shall be MATTHEW LENNON and KATHLEEN LENNON.
7. The fact that any person has attained the age of 70 shall not prevent his being appointed or elected as a director, and no director shall be required to vacate his office of director merely by reason of having attained that age.
8. A director may vote as a director in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum at any meeting at which any such contract or arrangement is under consideration: and Clause 84 in Part I of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

9. The office of any director shall be vacated:-
- (a) If he resigns his office by notice in writing to the company,
or;
 - (b) If he ceases to be a director by virtue of Section 182 of the Act,
or;
 - (c) If he becomes bankrupt or compounds with or enters into any arrangement with his creditors,
or;
 - (d) If he is found lunatic or becomes of unsound mind,
or;
 - (e) If he becomes prohibited from becoming a director by reason of any order made under section 188 of the Act.

SECRETARY

10. The first Secretary of the Company shall be AUGUSTE FRANCIS PHILIRERT.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Matthew Lennon,

30th Marriott Rd.

London. N. 4.

Building Trade Contractor.
Matty Lennon

Kathleen Lennon,

30th Marriott Rd.

London. N. 4.

Asst. Store Registrar.

~~Kathleen Lennon~~

Dated this 30th day of August 1964
8th August 1964

Witness to the above signatures—*Martin Joseph Donohue*

MARTIN JOSEPH DONOHUE

47, ELMDALE ROAD,

LONDON, E. 17.

BUILDING CONTRACTOR.

DUPLICATE FOR THE FILE.

No. 018655



Certificate of Incorporation

I Hereby Certify that

M. LENNON & CO., LIMITED

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

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

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by }

Date

X/8/67.



Companies Registration Office

Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext 258

M. LENNON & CO LIMITED
GOODS DEPOT,
PHOENIX WORKS,
KINGS CROSS,
LONDON NW1

Please reply to The Registrar
Your reference

Our reference **3424**

DEF 6 **818655**

Date

The Companies Act 1948

M. LENNON & CO LIMITED

In pursuance of section 353(3) of the Companies Act 1948 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

Dated this **28** day of **FEBRUARY** 19**74**


for Registrar

DEF 6

THE COMPANIES ACT 1985.

COMPANY NUMBER 818655

SPECIAL RESOLUTION

OF M.LENNON & CO. LIMITED

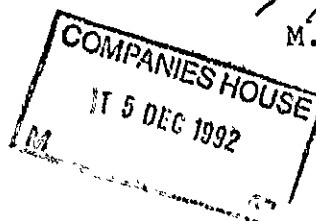
At an Extraordinary General Meeting of the above named company duly convened and held at the Registered Office of the company on 6th December 1992 the following SPECIAL RESOLUTION was duly passed, VIZ:-


RESOLUTION

That the Company's 'Objects' shown in its Memorandum be extended to include an additional object numbered 1 (clause 2) as follows:-

To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter with or without consideration into any guarantee, contract of indemnity or counter-indemnity or suretyship whether by personal covenant or otherwise to receive money on deposit or loan upon any terms and in particular but without limiting the generality of the foregoing to secure or guarantee in any manner and upon any terms the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, (within the meaning of Section 736 of the Companies Act 1985 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company and for any such purposes to mortgage or charge the undertaking and all or any part of the property, assets and rights of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stocks, bonds or other obligations.

17.12.92.
B 127




M.LENNON
Chairman