

No. of Company.....891204

**THE COMPANIES ACT, 1948.**

**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*

SHORESTAR Limited

I, BRIAN GOLDSTEIN

of 25, THE GLADE, ILFORD, ESSEX.

do Solemnly and Sincerely Declare that I am (A) A PERSON NAMED IN THE  
ARTICLES OF ASSOCIATION AS A SECRETARY

of SHORESTAR 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 64, FINSBURY PAVEMENT  
IN THE COUNTY OF LONDON  
the 28th day of OCTOBER  
One Thousand Nine Hundred and  
Sixty Six

Before Me,

[Signature]  
A Commissioner for Oaths (B)

- (A) "A Solicitor of the Supreme Court Engaged in the Formation" or  
"A Person named in the Articles of Association as a Director" or  
"A Person named in the Articles of Association as Secretary".  
(B) or a Notary Public or Justice of the Peace.

Presented for Filing by

EXPRESS COMPANY REGISTRATIONS LTD.,  
70 FINSBURY PAVEMENT,  
LONDON, E.C.2.

Telephone: NAT. 5434/5

891204 / 2

No. of Company.....

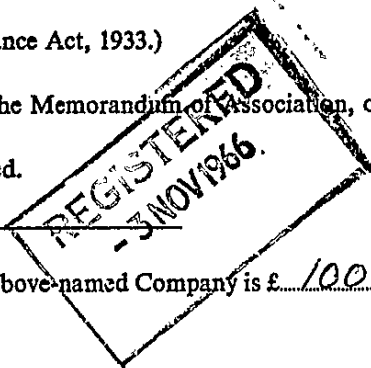
SHORESTAR



STATEMENT of the Nominal Capital made pursuant to s. 112 of the Companies 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 the above-named Company is £ 100



Signature.....

Description Secretary

Date 28/10/66



Presented for registration by

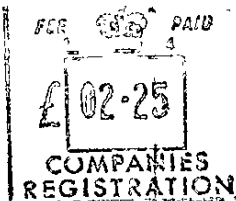
EXPRESS COMPANY REGISTRATIONS LTD.,  
70 FINSBURY PAVEMENT,  
LONDON, E.C.2.

Telephone: NAT. 5434/5

Stamps  
LCS 303

HG/ 3860.

NOTE—This margin is reserved for Binding, and must not be written over



THE COMPANIES ACT, 1948.

891204/3

COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

SHORESTAR LIMITED

1. The name of the Company is "Shorestar Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (A) (1) To carry on business as travel agents and operators and to establish and carry on a travel bureau, touring agency, customs' clearing agency; to organise and conduct trips, holidays and excursions of all kinds in any part of the world; to provide hotel and lodging accommodation and to act as agents for railways, shippers, carriers, theatre and cinema proprietors, and as sellers and dealers in any tickets issued by them; to act as bankers and exchangers of money and to issue travellers' cheques and to provide any other accommodation or assistants to travellers and tourists.
  - (2) To carry on business as carriers of passengers, goods and mails and any other articles by air, sea and land, and as proprietors, agents, consultants, manufacturers, hirers and repairers of aeroplanes, seaplanes and aircraft generally, ships, yachts, boats, motor cars, coaches and omnibuses and mechanically propelled vehicles of every description.
  - (3) To carry on business as insurance agents, auctioneers, estate agents, business transfer agents, valuers and surveyors, printers and publishers, and agents for the sale of goods, articles, plant, machinery, tools, substances, materials, merchandise and produce of every description.

- (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 purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) 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.
- (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 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 calculated directly or indirectly to benefit the Company, and to use, 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, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (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.
- (J) To lend money or give credit 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 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 as directly or indirectly to benefit the Company.
- (L) 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.
- (M) 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.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, 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 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.


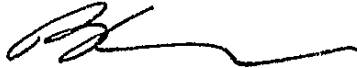
- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour 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.
- (R) 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.
- (S) 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.
- (T) 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 the foregoing sub-clauses shall be construed independently of each other 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.

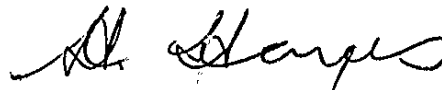
5. The share capital of the Company is £ 100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time 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
 Muriel Goldstein, 25 The Glade, Ilford, Essex. Company Director.	One
 Brian Goldstein, 25 The Glade, Ilford, Essex. Chartered Accountant.	One

DATED the 28th day of October 19 66

WITNESS to the above signatures :-



Harry Hayes,

27 Marsh Hill,

London, E.9.

Drug Store Proprietor.



891204 14

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

SHORESTAR LIMITED

REGISTERED  
- 3 NOV 1966

### 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, Clauses 24, 53, and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

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

### SHARES

3. The Shares 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 seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

8. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

9. 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.

10. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

#### BORROWING POWERS

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

#### SECRETARY


12. The first Secretary of the Company shall be Brian Goldstein.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

  
Muriel Goldstein,

25 The Glade,  
Ilford, Essex.

Company Director.

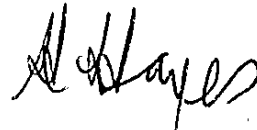
  
Brian Goldstein,

25 The Glade,  
Ilford, Essex.

Chartered Accountant.

DATED the 28th day of October , 19 66

WITNESS to the above signatures :-



Harry Hayes,

27 Marsh Hill,

London, E.9.

Drug Store Proprietor.

DUPLICATE FOR THE FILE.

No. 891204



## Certificate of Incorporation

I Hereby Certify that

SHORESTAR LIMITED

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

Given under my hand at London this THIRD DAY OF NOVEMBER

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

*L. S. Whitfield.*

Assistant Registrar of Companies.

Certificate  
received by

*W. Goldstein*

Date

*11.11.66*

No. of Company: 891824



ORDINARY RESOLUTION

- of -

SHORESTAR LIMITED

-----  
Passed the 1st day of September 1967  
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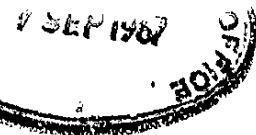
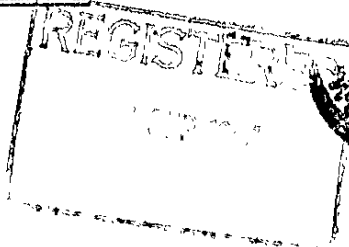
At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 16/17, Richmond Terrace, Blackburn, on the 1st day of September 1967 the following ORDINARY RESOLUTION was duly passed:-

RESOLUTION

That the capital of the Company be increased to £15,000 by the creation of 14,900 Shares of £1 each such new Shares to rank pari passu in all respects with the existing Shares in the capital of the Company.

F.B. Merz

CHAIRMAN



Number of  
Company

891204

10



Form No. 10

3/137-

## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

SHORESTAR

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Messrs. J. W. Hollows & Co.,

16/17, Richmond Terrace,

Blackburn.



The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

3252

"Ordinary", Section 63 of the Companies Act, 1948, that by ar\* Ordinary  
 "Extra-ordinary", or  
 "Special". Resolution of the Company dated the 1st day of September 1967

The additional Capital is divided as follows:—

£1

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

*Signature.*

Dated, the 6th day of September 1967

**Note.**—This margin is reserved for binding and must not be written across

Number of  
Company

891204

# THE STAMP ACT, 1967

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

SHORESTAR

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

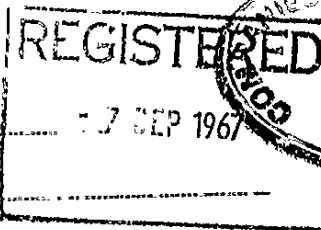
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Messrs. J. W. Hollows & Co.,

16/17, Richmond Terrace,

Blackburn.



The Solicitors' Law Stationery Society, Limited.  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

\_\_\_\_\_  
SUGELMAR Limited

has by a Resolution of the Company dated  
1st September 1967 been increased by  
the addition thereto of the sum of £14,900,  
divided into:—

14,900 Shares of £1 each

Shares of each

beyond the registered Capital of £100

Signature E. Hodgkins

(State whether Director or Secretary) Director.

Dated the 6th day of September 1967

Note—This margin is reserved for binding and must not be written across



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No. of Company: 891204

THE COMPANIES ACT, 1948

ORDINARY RESOLUTION

- of -

SHORESTAR LIMITED

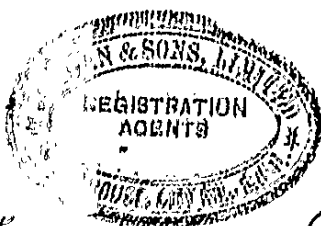
-----  
Passed the 20th day of May 1970  
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At an EXTRAORDINARY GENERAL MEETING of the above named Company,  
duly convened, and held at 16/17, Richmond Terrace, Blackburn, on the  
20th day of May 1970 the following ORDINARY RESOLUTION was duly passed:-

RESOLUTION

That the capital of the Company be increased to £24,000 by the  
creation of 9,000 Shares of £1 each such new Shares to rank pari  
passu in all respects with the existing Shares in the capital of  
the Company.

*F. B. W. R. C.*  
CHAIRMAN



Number of  
Company } 891204

119



Form No. 19

## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

SHORESTAR

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Messrs. J. W. Hollows & Co.,

16/17, Richmond Terrace,

Blackburn, Lancs.

The Solicitors' Law Stationery Society, Limited  
19 & 2 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15, Abchurch Lane, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 57 Hope Street, Glasgow, C.2

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

9 JAN 1970

To THE REGISTRAR OF COMPANIES,

SHORESTAR Limited, hereby gives you notice, pursuant to

\*"Ordinary", "Extra-ordinary", or "Special". Section 63 of the Companies Act, 1948, that by an \* Ordinary Resolution of the Company dated the 20th day of May 1967

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 9,000 beyond the Registered Capital of £ 15,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
9,000		£1

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:—

Ranking pari passu in all respects with the existing Shares in the capital of the Company.

\*. \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature F. G. M. M. M.

State whether Director or Secretary } Secretary.

Dated the 21st day of May 1967

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

Number of  
Company

891204

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

SHORESTAR

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Represented by

Messrs. J. W. Hollows & Co.,

16/17, Richmond Terrace,

Blackburn, Lancs.

The Solicitors' Law Stationery Society, Limited.

2 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 100 Over Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

SHORESTAR

Limited

has by a Resolution of the Company dated

20th May

1967

been increased by

the addition thereto of the sum of £9,000

divided into :—

9,000

Shares of

£1

each

~~Shares of~~

~~each~~

beyond the registered Capital of £15,000

Signature

*F. G. M. J. R. E.*

(State whether Director or Secretary)

Secretary.

Dated the

21st

day of

May

1967

Note—This margin is reserved for binding and must not be written across