Form No. 41

G THE COMPANIES ACTS 1948 TO 1976 **41**

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please complete legibly, preferably in black type, or bold black lettering

Company number: 1315476

Name of Company

[illegible] Limited*

I [illegible]

of [illegible] PEMBROKE ROAD

BRISTOL [illegible]

do solemnly and sincerely declare that I am† [illegible]

[illegible]

of

[illegible] Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 [illegible] RICHMOND HILL

BRISTOL [illegible]

the 14th day of March, 1977

One thousand nine hundred and

before me

A Commissioner for Oaths

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

For official use	
General section	Post room

Jordan & Sons Limited, Legal and Information Services, Printers and Publishers [illegible]

1315476

number of company

form PUC 1

(Capital duty payable, but no registration fee)

statement on formation of a company to be incorporated with limited liability under the companies act 1948

Pursuant to Part V Finance Act 1973

Name of Company [illegible] Limited

A Nominal capital(a)

£100

B Nominal value of each share

£1

C Number and description of shares taken on incorporation(a)

Two

(Subscribers' Shares)

D Total amount payable on each (including premium if any)

NIL

E Amount paid or due and payable on each(b)

NIL

F Total amount paid or due and payable in respect of C £ NIL

G Capital duty payable on F at £1 per £100 or part of £100 £ NIL

I hereby certify that the above particulars are correct in all respects.

Signed

State whether Director or Secretary Secretary

Date

NOTES

(a) [illegible]

(b) [illegible]

This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

Jordan & Sons Limited
Jordan House 47 Brunswick Place London N1 6EE
Telephone 01-253 3030 Telex 261010

Presented by

Presenter's Reference

For official use only

1315476

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

NONCYE LIMITED

1. The name of the Company is "NONCYE 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 create, establish and maintain an organisation for the export, import, introduction, sale, purchase, distribution, advertising or marketing of products, goods, wares and merchandise of every description; to carry on all or any of the businesses of export marketing specialists, market research advisers and consultants, mail order specialists, manufacturers' agents and representatives, importers and exporters, commission agents, general merchants and traders; and to participate in, undertake, perform and carry out all kinds of commercial, [illegible] trading and financial operations and enterprises; and to carry out all of the operations performed by commission and general agents, export, import and general merchants, shippers, traders, capitalists and financiers, either on the Company's own account or otherwise; and to carry on all or any of the businesses of haulage and transport contractors, garage proprietors and owners, operators, hirers and letters on hire of, and dealers in motor and other vehicles, conveyances and craft of every description, and all plant, machinery, fittings, furnishings, accessories and stores required in connection therewith or in the maintenance thereof.

(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, [illegible] exchange, let on lease or otherwise, mortgage, [illegible] sell, dispose of, turn to account, grant [illegible] rights and privileges in respect of, or otherwise deal with all or any part of the property [illegible] Company [illegible]

(g) To invest [illegible] the moneys of the Company not immediately required [illegible]

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

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
Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
Michael Kodola, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated 14 MAR 1977

Witness to the above signatures:- Dawn Bennett, 15, Pembroke Road, Bristol. BS99 7DX.

1315476

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SCNCYP LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.

2. The First Secretary of the Company shall be Patricia Parry.

Names, addresses and descriptions of Subscribers

Michael Richard Connell,
15, Pembroke Road,
Bristol, BS99 7DX.
Commercial Manager.

Michael Kodola,
15, Pembroke Road,
Bristol, BS99 7DX.
Commercial Manager.

Dated 14 MAR 1977

Witness to the above signatures:

Dawn Bennett,
15, Pembroke Road,
Bristol, BS99 7DX

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

G

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold black lettering

Company number

1315476

Name of Company

[illegible] Limited*

* delete if inappropriate

The intended situation of the registered office of the company on incorporation is as stated below

JORDAN HOUSE
47 BRUNSWICK PLACE
LONDON
N1 6EE

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

JORDAN & SONS LIMITED
of JORDAN HOUSE as above

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 5) please enter in the box opposite the number of continuation sheets which form part of this statement

Presentor's reference (if any)

JORDAN & SONS LIMITED
INTERNATIONAL LAW AGENTS
CARDIFF

For official use

General section

Post room

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2) MICHAEL RICHARD COUNSELL	Business occupation COMMERCIAL MANAGER
Former name(s) (note 3)	Nationality BRITISH
Address (note 4) 15, PEMBROKE ROAD BRISTOL BS99 7DX	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature [signature]	Date [illegible]

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

* as required by section 21(3) of the Companies Act 1976

* delete as appropriate

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows.

Name (notes 2 & 7) PATRICIA PARRY

Former name(s) (note 3)

Address (notes 4 & 7) JORDAN HOUSE 47 BRUNSWICK PLACE
LONDON N1 6EE

I hereby consent to act as secretary of the company named on page 1

Signature [illegible] Date 19/3/77

Name (notes 2 & 7)

Former name(s) (note 3)

Address (notes 4 & 7)

I hereby consent to act as secretary of the company named on page 1

Signature Date

* as required by section 21(3) of the Companies Act 1976

† delete as appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature [illegible] ~~[Subscriber]~~ [Agent]† Date 19/3/77

CERTIFICATE OF INCORPORATION

1315476

NORTYP LIMITED

30TH MAY 1977

Companies House

NOTICE OF ILLEGIBLE DOCUMENT

ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contains some data which is illegible.

The poor quality has been noted but unfortunately the steps taken to improve the quality have been unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.