



Please do not  
write in this  
binding margin



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

\*Insert full name  
of Company

†Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

Form No. 41a

# 412

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] 1915148 [ ] [ ]

Name of Company

THORNHILL HOUSE LIMITED

I, GERALD LEWIN

of 84 STAMFORD HILL

LONDON. N16 6XS

do solemnly and sincerely declare that I am Director of the company in the statement  
delivered under Section 21 of the Companies Act 1976

of THORNHILL HOUSE LIMITED

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent 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 10 LOCKMEAD ROAD

LONDON. N. 15

the 12<sup>th</sup> day of APRIL

One thousand nine hundred and 85

before me

Signature of Declarant

Solicitor having the powers conferred on a  
Commissioner for Oaths

Presenter's name, address and  
reference (if any):

A. A. Company Services  
84 Stamford Hill  
London N16 6XS  
01-806 0077 (3 Lines)

For official use

New companies section

Post room





The Companies Acts, 1948 to 1981

1915148

COMPANY LIMITED BY SHARES

Memorandum of Association of

THORNHILL HOUSE LIMITED

1. The name of the Company is THORNHILL HOUSE LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company are established are:-

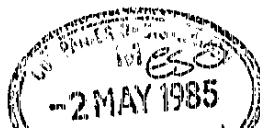
(a) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehousemen; storage contractors, shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers, specialists and contractors; decorators; painters; bricklayers, carpenters; shuttering manufacturers and erectors; joiners, public works contractors; plasterers, plumbers, electricians, shop front fitters; builders' and decorators' merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; welders; sheet metal workers; blacksmiths, motor engineers; garage proprietors; car hire service, taxi proprietors and operators; travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors; general engineers; tool makers, booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers; fishmongers and poultry merchants; farmers; florists, horticulturists; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers; perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists; printers, publishers, stationers, advertising and publicity agents; public relation specialists, consultants, business transfer agents and employment agents; computer operators, programmers and dealers; market research specialists; business advisers, mail order specialists; dyers and cleaners; dry cleaners, proprietors of launderettes, excavation and demolition contractors; plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

(b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, 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 apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.



N/W

001514


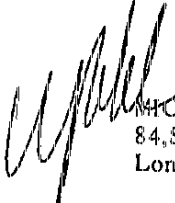
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 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
 GERALD LEWIN 84, Stamford Hill, London. N16 6XS Accountant	ONE
 MICHAEL HOLDER 84, Stamford Hill, London. N16 6XS Property Manager	ONE

Dated this 10th day of APRIL 1967

WITNESS to the above signatures -

DAVID HOLDER  
84, Stamford Hill,  
London. N16 6XS

Property Manager



COMPANY LIMITED BY SHARES

1915148

Articles of Association of

THORNHILL HOUSE LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3, 24, 53, 75, 88-94 (inclusive) 107, 108, 110 and 134 of Part 1 of Table A aforesaid (hereinafter referred to as Part 1 of Table A) shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part 1 of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each.
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.
5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register of any share whether or not it is a fully paid share.
7. The proviso to Regulation 32 of Part 1 of Table A shall not apply to the Company.

VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

9. Regulations 80-87 of Part 1 of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.
10. A Director who has disclosed his interest in accordance with Regulation 84(1) of Part 1 of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.
11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

13. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. The office of a Director shall be vacated:—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

#### BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

#### MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst hold such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

#### SECRETARY

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.

#### DIRECTORS

20. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.

21. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. If any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and regulation 99 in Table A shall be modified accordingly.

#### SECRETARY

22. The first Secretary of the Company shall be the person named in the statement delivered under section 21 of the Companies Act 1976.

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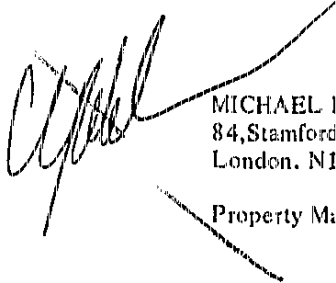
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---



GERALD LEWIN  
84, Stamford Hill,  
London. N16 6XS

Accountant



MICHAEL HOLDER  
84, Stamford Hill,  
London. N16 6XS

Property Manager

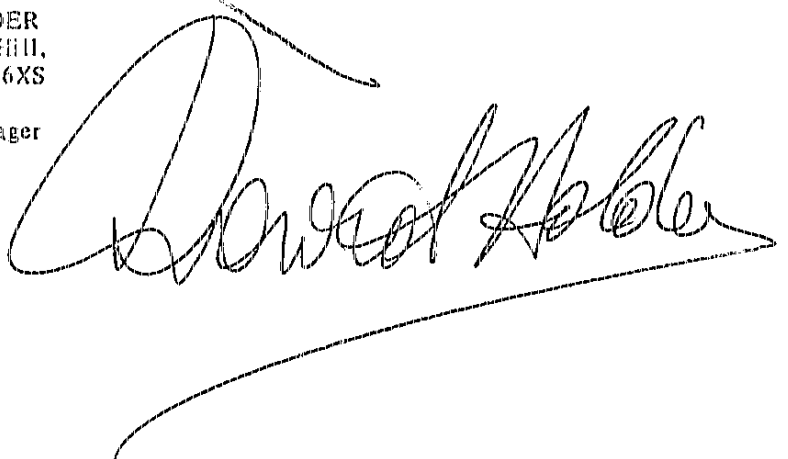
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Dated this 10<sup>th</sup> day of APRIL 85

WITNESS to the above signatures -

DAVID HOLDER  
84, Stamford Hill,  
London. N16 6XS

Property Manager





## THE COMPANIES ACTS 1948 TO 1981

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

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

1

Please do not  
write in this  
binding margin

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

To the Registrar of Companies

For official use

1915148/5

\* delete if  
inappropriate

Name of Company

THORNHILL HOUSE Limited\*

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

84 STAMFORD HILL

LONDON.N.16 6XS

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

A.A. COMPANY SERVICES

84 STAMFORD HILL

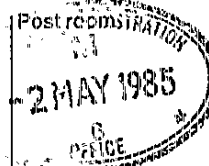
LONDON.N.16 6XS

Number of continuation sheets attached (see note 1)

Presenter's name, address and  
reference (if any):

A. A. Company Services  
84 Stamford Hill  
London N16 6XS.  
01 - 806 0077 (3 Lines)

For official use  
General section





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(note 2) are as follows:

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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	GERALD LEWIN	Business occupation	ACCOUNTANT
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	84 STAMFORD HILL LONDON.N.16 6XS	Date of birth (where applicable) (note 6)	
Other directorships †			
BOMBER LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 10.11.85	

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


Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
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)(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 3 & 7)	MICHAEL HOLDER
Previous name(s) (note 3)	
Address (notes 4 & 7)	84 STAMFORD HILL
	LONDON.N.16 6XS
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 10-4-85

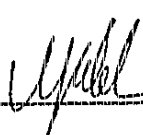
Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* 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		[Subscriber]	† Date	10-4-85
-----------	---	--------------	--------	---------

Signature		[Subscriber]	† Date	10-4-85
-----------	---	--------------	--------	---------

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1915148

I hereby certify that

THORNHILL HOUSE LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 20TH MAY 1985

*A. K. Phillips*  
MRS. A. K. PHILLIPS

an authorised officer

COMPANY NUMBER:-

1915148.

6

THE COMPANIES ACT 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

THORNHILL House Ltd.

Passed on 29TH May 1985

At an Extraordinary General Meeting of the Company held  
at 84 Stamford Hill, London. N.16 on 29/5/85  
the following resolution was duly passed as a special  
resolution:-

"That Clause number 3a of the  
Memorandum of Association be  
deleted and that a new sub-clause  
in the form attached hereto be  
inserted in its place."

.....  
CHAIRMAN



---

(al) To establish, equip carry on nursing homes, convalescent homes, creches, hydropathic establishments, hotels and boarding houses. To undertake the training and supply of nurses and medical attendants. To carry on business as manufacturing and retail chemists and druggists, and as manufacturers of and dealers in patients' requisites of all kinds. To carry on business as providers and suppliers of all types of medical materials for medical, and surgical use.

[COPY]

**special resolution(s)**

**J 3782**

**name of company**

Company Number

1915148

THORNHILL HOUSE

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 147 Sunbridge Road, Bradford, BD1 2NU

on the sixth day of December 1985

the following SPECIAL RESOLUTION(S) was/were duly passed:-

THAT the Articles of Association be amended by:

(a) deleting clause 3 and substituting the following new clause 3:-

3. The share capital of the company at the date of the passing of this amendment is £100,000 divided into 1,000,000 ordinary shares of 10p each. All of the said ordinary shares shall rank pari passu in all respects and none of the shares shall for a period of five years from the date of the passing of this amendment carry or be granted any present or future preferential rights to dividends or to assets in a winding up nor any present or future right to be redeemed nor shall any share be issued within such period which is not fully paid;

(b) inserting the following new clauses:-

6. Subject to the provisions of the Companies Acts the company may purchase its own shares but shall not purchase its own shares within the period of five years following completion of an issue if the effect of such a purchase would be to reduce the relief of any subscriber who has claimed Business Expansion Scheme relief (under Section 26 of the Finance Act 1983) in respect of the allotment of shares in the company pursuant to the issue.

8. The directors shall refuse to register the transfer of any share of any class if the effect of the transfer would or might otherwise lead to the company ceasing to be a qualifying company for the purposes of the Business Expansion Scheme (under Section 26 of the Finance Act 1983).

(c) renumbering clause 6 with 7 and clauses 7 to 22 with 9 to 24.

SIGNED

CHAIRMAN

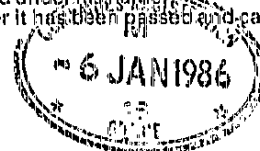
**NOTES:**

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3000  
TELEFAX 2010 10





COMPANIES FORM No. 122

122

**Notice of consolidation, division,  
sub-division, redemption or  
cancellation of shares, or conversion,  
re-conversion of stock into shares**

Please do not  
write in  
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

19

1915148

Name of company

THORNHILL HOUSE LIMITED

\* insert full name  
of company

gives notice that:

The existing 1,000 ordinary shares of £1 each be converted into  
10,000 ordinary shares of 10p.

† delete as  
appropriate

Signed

[Director] ~~Secretary~~ † Date 6th December 1985

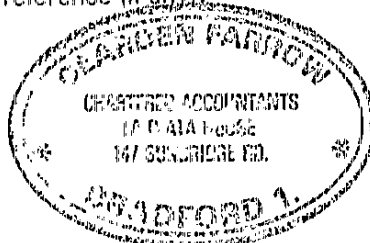
PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON W1 6EE  
TELEPHONE 01 253 3030  
TELEX 20 0110



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



For official Use

General Section

Post room



THE COMPANIES ACT 1985.....

04  
10

J27

COMPANY LIMITED BY SHARES

Company Number

[COPY]

1915148

7

ordinary resolution(s)

of ..... THORNHILL HOUSE .....

..... Limited

Passed the ..... sixth ..... day of ..... December ..... 1985.....

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at ..... 147 Sunbridge Road, Bradford BD1 2NU .....

on the ..... sixth ..... day of ..... December ..... 1985.....

the following ORDINARY RESOLUTION(S) was/were duly passed:—

1. THAT the authorised share capital of the company be increased to £100,000 by the creation of 990,000 new ordinary shares of 10p each and that the existing 1000 ordinary shares of £1 each be converted into 10,000 ordinary shares of 10p each, following which the 1,000,000 shares in the capital of the company rank pari passu in all respects;
2. THAT the directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the company's shares to such persons and on such terms and in such manner as they think fit, up to an amount of £100,000 at any time during the period of five years from the date of passing this resolution.



PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3050  
TELEX 201310



.....  
CHAIRMAN

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordans & Sons Ltd. for that purpose.



## Notice of increase in nominal capital

123

Please do not  
write in  
this margin

**Pursuant to section 123 of the Companies Act 1985**

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

**To the Registrar of Companies**

For official use

Company number

1916148

Name of company

THORNHILL HOUSE LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 6th December 1985 the nominal capital of the company has been increased by £ 99,000 beyond the registered capital of £ 1,000.

A copy of the resolution authorising the increase is attached.<sup>5</sup>

5 the copy must be  
printed or in some  
other form approved  
by the registrar

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

will rank pari passu in all respects with the existing ordinary shares.

Please tick here if  
continued overleaf

† delete as appropriate

Signed

[Director] ~~{Secretary}~~ Date 6th December 1985

PRINTED AND SUPPLIED BY

# Jordans

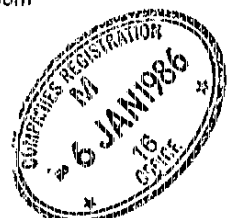
**JORDAN & SONS LIMITED**  
JORDAN HOUSE  
8 BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 261010



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

For official Use  
General Section

**Post: room**



[COPY]

special resolution(s)

ASH  
J3782

Company Number

1915148

name of company

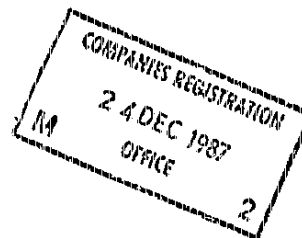
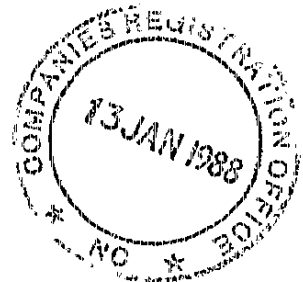
THORNHILL HOUSE

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 147 Sunbridge Road, Bradford BD1 2NU on the twenty-seventh day of November 1987 the following SPECIAL RESOLUTION(S) was/were duly passed:-

THAT the name of the Company be changed to:

YORKSHIRE CARE HOMES LIMITED



BALC  
£20X3.  
100136.

SIGNED

Chairman

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON W1 3EE  
TELEPHONE 01 253 3030  
TELEX 261010



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1915148

I hereby certify that

**THORNHILL HOUSE LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**YORKSHIRE CARE HOMES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 22 JANUARY 1988

A handwritten signature in dark ink, appearing to be 'D. J. Jones'.

an authorised officer



## COMPANIES FORM No. 123

Notice of increase  
in nominal capital

123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1915148

Name of company

\* YORKSHIRE CARE HOMES LIMITED

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 3 August 1988 the nominal capital of the company has been  
increased by £ 400,000 beyond the registered capital of £ 100,000

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

ranking pari passu in all respects with the existing shares of  
10p each.

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Please tick here if  
continued overleaf

--

Designation: Director Date 3 August 1988

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED  
25, THE ARCADE, LONDON  
E.C.2A 3PUPresenter's name address and  
reference (if any):

BINDER MUMLYN  
Chartered Accountants  
LA PLATA HOUSE,  
147 SUNBRIDGE ROAD,  
BRADFORD BD1 2NU.

For official Use

General Section

Post room

Companies Act 1985

0 1 1988

M

OFFICE

4

J27

COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

Company Number

1815148

of YORKSHIRE CARE HOMES LIMITED

Passed the third day of August 1988 Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 147 Sunbridge Road, Bradford, BD1 2NU

on the third day of August 1988

the following ORDINARY RESOLUTION(S) ~~was~~ were duly passed:—

1. THAT the authorised share capital of the Company be increased to £500,000 by the creation of 4,000,000 ordinary shares of 10p each, such shares to rank pari passu in all respects with the existing shares of 10p each.
2. THAT the sum of £102,196 being part of the amount standing to the credit of the company's profit and loss account be capitalised and applied to the payment in full of 1,021,960 ordinary shares of 10p each in the company, such shares to be issued as fully paid to the holders of ordinary shares appearing in the register at the time of passing this resolution in the proportion of 17.6079 new shares for every 1 share held.

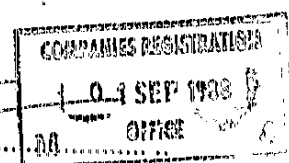
PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON EC1A 3EE  
TELEPHONE 01 253 3030  
TELEX 261010



*[Signature]*  
Chairman



NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**Please do not  
write in this  
margin

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

1915148

Name of company

YORKSHIRE CARE HOMES LIMITED

\* insert full name  
of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

**Note**  
Please read notes  
1 to 4 overleaf  
before completing  
this form

Day Month

3	1	1	2
---	---	---	---

† delete as  
appropriate

The current accounting reference period of the company is to be treated as [shortened]~~[extended]~~† and [is to be treated as having come to an end]~~[will come to an end]~~† on

Day Month Year

3	1	1	2	1	9	9	1
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary]~~[holding company]~~† of \_\_\_\_\_

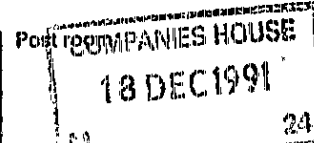
\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed

[Director]~~[Secretary]~~ Date 9 December 1991Presenter's name address and  
reference (if any):

Corporate Business Services  
York House  
249 Manningham Lane  
Bradford  
BD8 7EW

For official Use  
General Section

Company No: 1915148

YORKSHIRE CARE HOMES LIMITED

By written resolution of the above Company signed on 27 April 1993  
April 1993 the following Resolutions were duly passed as  
Special Resolutions of the Company:-

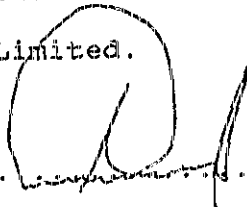
- (1) That the Memorandum of Association of the Company be  
and is hereby altered as respects the objects of the  
Company by the addition of the following new  
paragraph (ja) to Clause 3 immediately after the  
existing paragraph (j) namely:-

in "(ja) Without prejudice to the generality of  
clause 3(j) to guarantee any obligations of  
any person gratuitously or otherwise and to  
secure such obligations in any manner."

- (2) That the form of Guarantee to be granted by the  
Company to The British Linen Bank Limited ("BLB") in  
respect of the obligations of Hamsbourn Limited be  
and it is hereby approved and that the directors be  
and they are hereby authorised to fulfil all  
obligations of the Company thereunder

- (3) That the form of letter from the Company to BLB  
confirming that the existing guarantee granted in  
respect of the obligations of Fondcourt Limited

covers the indebtedness and obligations of Fondcourt  
Limited under the Facility Letter to be granted by  
BLB to the Company, Fondcourt Limited and Hamsbourn  
Limited.

.......... Secretary



1915 148

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

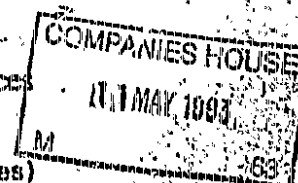
**Memorandum**  
and  
**Articles of Association**  
of

**YORKSHIRE CARE HOMES LIMITED**

Incorporated in the

20TH MAY 1985

A. A. Company Services  
84 Stamford Hill  
London N16 6XS  
01-806 0077 (3 Lines)



The Companies Acts, 1948 to 1981

COMPANY LIMITED BY SHARES

Memorandum of Association of

YORKSHIRE CARE HOMES LIMITED

1. The name of the Company is YORKSHIRE CARE HOMES LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company are established are:-

(a) To establish, equip carry on nursing homes, convalescent homes, creches, hydropathic establishments, hotels and boarding houses. To undertake the training and supply of nurses and medical attendants. To carry on business as manufacturing and retail chemists and druggists, and as manufacturers of and dealers in patients' requisites of all kinds. To carry on business as providers and suppliers of all types of medical materials for medical, and surgical use.

(b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, 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 apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.

(f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

(g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.

(h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company may be carried on so as directly or indirectly to benefit the Company.

(i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.  
(ja) Without prejudice to the generality of clause 3(j) to guarantee any obligations of any person gratuitously or otherwise and to secure such obligations in any manner. \*

(k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.

(l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.

(m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

(n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.

(o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

(p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.

(q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.

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

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 1,000,000 shares of 10p each.

\*amended by Special Resolution passed 27th April 1993

The authorised share capital of the Company was increased from £1,000 to £100,000 by the passing of an Ordinary Resolution on the 6th December 1985.

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
GERALD LEWIN 84, Stamford Hill, London. N16 6XS  Accountant	ONE
MICHAEL HOLDER 84, Stamford Hill, London. N16 6XS  Property Manager	ONE

Dated this 10TH day of MARCH 1985

WITNESS to the above signatures -

DAVID HOLDER  
84, Stamford Hill,  
London. N16 6XS

Property Manager

YORKSHIRE CARE HOMES LIMITED

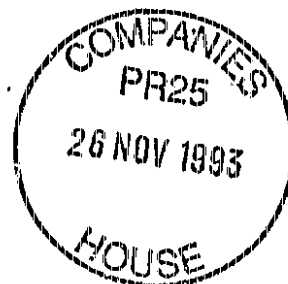
Company No. 1915148

The following resolutions were passed as Special Resolutions of the above Company on 16<sup>th</sup> November 1993:-

Resolutions

1. That the draft of an agreement produced to this meeting and signed for identification by each of the undersigned, expressed to be made between the Company and Barry Shephard Karen Shephard and Barry Shephard and James Shephard, and providing for the purchase by the Company of the 108,631, 19,288 and 23,644 Ordinary shares of the Company held by them respectively at the price per share specified in the draft of the agreement be approved, and that the Directors be authorised and requested to procure the Company to enter into a contract in the terms of the draft agreement, and to complete it on or before a date 18 months from the date of the passing of this resolution."
2. That the draft of an agreement produced to this meeting and signed for identification by each of the undersigned, expressed to be made between the Company and Barry Shephard Karen Shephard and Barry Shephard and James Shephard, and providing for the purchase by the Company of the 61,369 30,712 and 26,356 Ordinary shares of the Company held by them respectively at the price per share specified in the draft of the agreement be approved, and that the Directors be authorised and requested to procure the Company to enter into a contract in the terms of the draft agreement, and to complete it on or before a date 18 months from the date of the passing of this resolution."

..........  
Chairman




Company No. 1915148

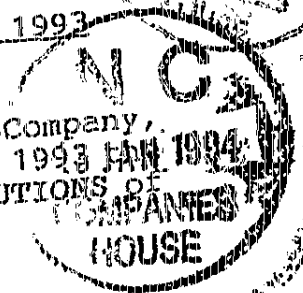
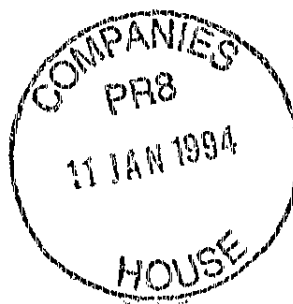
THE COMPANIES ACT 1985 SPECIAL RESOLUTIONS OF  
YORKSHIRE CARE HOMES LIMITED PASSED ON 20<sup>th</sup> December 1993

At an EXTRAORDINARY GENERAL MEETING of the above named Company,  
duly convened and held at ~~Peck House~~ <sup>London</sup> 20<sup>th</sup> December 1993 the following Resolutions were duly passed as SPECIAL RESOLUTIONS of  
the Company:-

RESOLUTIONS

1. That, subject to the passing of the resolution to be proposed at this meeting relating to the allotment of relevant securities (within the meaning of Section 80 of the Companies Act 1985), the Directors be hereby empowered, pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Companies Act 1985), pursuant to the authority conferred by the above said resolution as if sub-section (1) of Section 89 of such Act did not apply to any such allotment.
2. That the name of the Company be changed to "Yorkshire Care Group Limited."

  
.....  
Chairman



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1915148

I hereby certify that

**YORKSHIRE CARE HOMES LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**YORKSHIRE CARE GROUP LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 20 JANUARY 1994

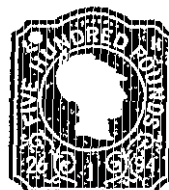
  
P. L. E. R. A. N.

an authorised officer

G

COMPANIES FORM No. 169

Return by a company purchasing its own shares



169

Pursuant to section 169 of the Companies Act 1985



To the Registrar of Companies

For official use Company number

1111

195148

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

Name of company

\* Insert full name of company

\* Yorkshire Care Homes Limited

Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	Ordinary		
Number of shares purchased	151,563		
Nominal value of each share	10p		
Date(s) on which the shares were delivered to the company			
Maximum prices paid £ for each share			
Minimum prices paid £ for each share			

§ A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was: £ 123,485

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100 £617.50

\* Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

X [Signature]

Designation

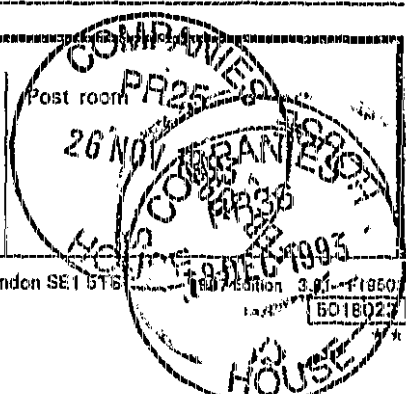
Director

Date 19/11/93

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

Dunn Connell  
49 Hustlergate  
Bradford  
BD1 1PG Ref: CMAW/LG

For official Use  
General Section





# Return by a company purchasing its own shares

169

Pursuant to section 162 of the Companies Act 1985

Please do not write in this space

Please complete legibly in block letters in bold black lettering

To the Registrar of Companies

For official use

Company number

1915148

Name of company

\* Yorkshire Care Group Limited

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	Ordinary		
Number of shares purchased	118,437		
Nominal value of each share	10p		
Date(s) on which the shares were delivered to the company	19 May 1994		
Maximum prices paid £ for each share			
Minimum prices paid £ for each share			

§ A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was:

£96,495

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100 £482.50

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation† Director

Date 27th May 1994

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

Dunn Connell  
49 Hustlergate  
Bradford BD1 1PG  
Ref: CMAW/LG

For official Use  
General Section

\*A2Y4T1MG\*

[A09] RECEIPT DATE: 29/05/94

The Companies Acts, 1948 to 1981

COMPANY LIMITED BY SHARES

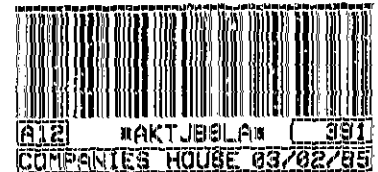
Memorandum of Association of

YORKSHIRE CARE GROUP LIMITED

1915748

1. The name of the Company is YORKSHIRE CARE GROUP LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company are established are:-

(a) To establish, equip carry on nursing homes, convalescent homes, creches, hydropathic establishments, hotels and boarding houses. To undertake the training and supply of nurses and medical attendants. To carry on business as manufacturing and retail chemists and druggists, and as manufacturers of and dealers in patients' requisites of all kinds. To carry on business as providers and suppliers of all types of medical materials for medical, and surgical use.



(b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, 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 apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.

(f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

(g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.

(h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.

(i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.  
(ja) Without prejudice to the generality of clause 3(j) to guarantee any obligations of any person gratuitously or otherwise and to secure such obligations in any manner. \*

(k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.

(l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.  
(la) To remunerate the Directors and employees of the Company and any other persons companies or firms rendering services to the Company in such manner as may be thought fit. \*\*  
(m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

(n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.

(o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

(p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.

(q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.

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

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 1,000,000 shares of 10p each.

\*amended by Special Resolution passed 27th April 1993

\*\* amended by Special Resolution passed 23rd December 1994.

The authorised share capital of the Company was increased from £1,000 to £100,000 by the passing of an Ordinary Resolution on the 6th December 1985.

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
<p>GERALD LEWIN 84, Stamford Hill, London. N16 6XS  Accountant</p>	ONE
<p>MICHAEL HOLDER 84, Stamford Hill, London. N16 6XS  Property Manager</p>	ONE

Dated this 10TH day of MARCH 1985

WITNESS to the above signatures -

DAVID HOLDER  
84, Stamford Hill,  
London. N16 6XS

Property Manager