

COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company



COMPANIES REGISTRATION

Please do not write in this margin

Pursuant to section 12(3) c. the Companies Act 1985

To the Registrar of Companies	For official use For official use				
ng Name of company	[]]] [] [] [] [] [] [] [] [] [] [] [] []				
	OURSEWEST LIMITED				
Y	00,000,000,000				
SUNDER MANSU	KHANI				
of183-185 Berm	ondsey Street				
London SE1 3	JW				
do solemnly and sincerely declare the	at I am a {Solicitor engaged in the formation of the company]†				
[person named as director or secret	ary of the company in the statement delivered to the registrar				
under section 10(2)]† and that all the	requirements of the above Act in respect of the registration of				
above company and of matters pred	edent and incidental to it 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 Declarati	ons Act 1835				
Declared at 88 Bilton Road	Declarant to sign below				
Greenford, Mid	dlesex UB6 7BW				
the	of June consum				
One thousand nine hundred and e	ighty-seven				
before me for they su	ud				
A Commissioner for Oaths or Notary Public or Justice of					
the Peace or Solicitor having the powers conferred on a					
Mid I oddo of College, tracking with his	aTH				
Commissioner for Oaths.					
Commissioner for Oaths. JOHN J. St. 38. BILTON	ROAD,				
Commissioner for Oaths.	ROAD,				

by LIMILAWAVAILABLE FROM: Stephen Cox & Co. (Lew Sterioriers) Ltd. Dennis Webourn Ltd.

01-407 1982

STEPHEN COX LAW SERVICES



COMPANIES FORM No. 10

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



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Pursuant to section 10 of the Companies Act 1985

write in this margin	t discent to section to of the compar	HOS ASE 1000				
Pleaso complete legibly, preferably	To the Registrar of Companies		For official use			
in black type, or bold block lettering						
ooter plock tarrarush	Name of company		L			
• insert full name	. Cours	Ewest li	MITED			
of company		<u> </u>				
	The intended situation of the register	The intended situation of the registered office of the company on incorporation is as stated below				
	183-185 Bermond	lsey Street				
	London					
•			Postcode SE1 3UW			
	STEPHEN COX LAW					
	183-185 Bermonds					
		London	Postcode SE1 3UW			
		Number of continuation sheets	attached (see note 1)			
	,					
	Presentor's name address and reference (if any):	For official Use General Section	Post coom			
	STEPHEN COX LAW SERVICES LTD		COMPANIES REGISTRATION 1 4 JUL 1987			
	01-407 1982		M OHE W			

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

Please do not write in this margin

directors of the company (note 2) are as follows: **Business occupation** Director Name (note 3) SUNDER MANSUKHANI Nationality Previous name(s) (note 3) British Date of birth (where applicable) Address (note 4) 183-185 Bermondsey Street (note 6) 3UW Postcode SE1 London Other directorships † STEPHEN COX LAW SERVICES LTD. STEPHEN COX & CO. (LEGAL SERVICES) LIMITED STEPHEN COX & CO. (MICROFILMING) LIMITED SOLICITORS & GENERAL TYPEWRITING CO. LIMITED I consent to act as director of the company named on page 1 Date 156 June 1987 Signature

t enter particulars of other directorships held or proviously held (see note 5) if this space is insufficient use a continuation sheet.

lame (note 3)	Business occupation
	Nationality
Previous name(s) (note 3)	
Address (note 4)	Date of birth (where applicable)
Postcode	(note 6)
Other directorships †	
I consent to act as director of the company no ned on pa	ge i Date
Signature	

		Business occupation		
Vame (note 3)				
	×	Nationality		
Previous name(s) (note 3)				
Address (note 4)		Date of birth (where applicable)		
	Postcode	(note 6)		
tion #				
Other directorships †				
an director i	of the company named on pag	ge 1		
I consent to act as director	w. v.	Date		
Signature				

Please de not write in this margin

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ousiv e 5) is se s sheet, 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:

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

Name (notes 3 & 7)			
JOHN PENGELLY DENCH			· · · · · · · · · · · · · · · · · · ·
Previous name(s) (note 3)			
Address (notes 4 & 7)			
183-185 Bermond	sey Stree	et	
London		Postcode	SE1 3UW
I consent to act as secretary of the company named o	n page 1		
		Date \	51 June 1987

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

delete if the form is signed by the subcribers Signature of agent on behalf of subsribers

Date 15+ June 198

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

	Date
Signed	
	Date
Signed .	
	Date
Signed	

COMPANY LIMITED BY SHARES.



02158361

Memorandum of Association

OF

COURSEWEST LIMITED

- 1. The name of the Company is CCURSEWEST 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 the business of a holding company in all its branches and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stocks, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account.
- (2) To co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders.

COMPANIES REGISTRATION

1 4 JUL 1987

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- (B) To carry on any other business or trade which in the opinion of the directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or 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 or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof 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 and 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 of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also presen

and the distribution of the second of the se

- (F) To apply for and take out, 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 seem calculated directly or grant licences in respect of, Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or 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 receive money on deposit or loan from and give guarantees or become security for any persons, firms or 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 acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (M) 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 the shares, stock or securities of any other company formed or to be formed.
- (N) To establish, promote, finance or otherwise 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.
- (0) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

- (Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, exdirectors, 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 to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.
- (S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
- (T) 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.
- (U) 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 the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
SUNDER MANSUKHANI 183-185 Bermondsey Street, London, SE1 3UW.	ONE
John P. DENCH 183-185 Bermondsey Street, London, SE1 3UW.	ONE

DATED

1st June

198 7.

WITNESS to the above signatures :-

カカるしこと

MANZOOR M. SHAIKH 183-185 Bermondsey Street, London, SE1 3UW.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES.

Articles of Association

OF

COURSEWEST LIMITED

PRELIMINARY

- 1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.
- 2. Regulations 8, 24, 64, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

SHARES

- 3. The Company is a private company limited by shares and, accordingly,
- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and
- (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

are prohibited.

- 4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount.
- 5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

LIEN

6. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION

- 7. Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- 8. Subject as hereinafter provided
 - (a) any share may be transferred to a person who is already a member of the Company;
 - (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
 - (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be

transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

GENERAL MEETING

9. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act 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 auditors for the time being of the Company.

DIRECTORS

- 10. 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. A director shall not require any share qualification.
- 11. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under Section 10(2) of the Act.

ROTATION OF DIRECTORS

12. In regulation 73 of Table A, after the words "the number nearest to" shall be inserted the words "but not exceeding" and all the words after the semi-colon shall be omitted.

PROCEEDINGS OF DIRECTORS

13. A director may vote 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 the quorum present at any meeting at which any such contract or arrangement is considered.

SECRETARY

14. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

INDEMNITY

15. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of section 310 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names and Addresses of Subscribers

SUNDER MANSUKHANI 183-185 Bermondsey Street, London, SE1 3UW.

John P. DENCH 183-185 Bermondsey Street, London, SE1 3UW.

DATED 1st June

1987.

WITNESS to the above signatures :-

40 Mail

MANZOOR M. SHAIKH 183-185 Bermondsey Street, London, SE1 3UW.

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2158361

I hereby certify that

COURSEWEST LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office, Cardiff the 27 AUGUST 1987

D. M. WILKIE

an authorised officer

Som Jilke

THE COMPANIES ACT 1985

Company Limited by Shares

Special Resolution

of

COURSEWEST LIMITED

(passed 29th December, 1987)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 29th December, 1987, the following Resolution was passed as a Special Resolution:-

RESOLUTION

THAT in accordance with the provisions of Section 252 of the Companies Act 1985 no Auditors be appointed by the Company in that it is a dormant company and meets the other requirements of the aforesaid section in this regard.

P. Ballard Director

Priory House, One Mitre Square, London, EC3A 5AN.





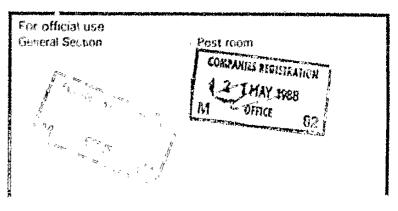
Notice of new accounting reference date given during the course of an accounting reference period



Pars and the search 225 flock made Companies Act 1985 To the Heavier of Company For official use Company number Please complete legibly proforably 215H of 1 in black type, or bold block lettering Name of company 1,8 14 \$ 1, 8, 5000 COURSEMEST LIMITED 5 77 C # 37 39 xp 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 Note coming, or as having come, to an end is as shown below: Please read notes 1 to 5 overleaf before completing Day Month this ferm 7 short ened. The current accounting reference period of the company is to be treated as [\$500159394] [extended]! apdx TELEPTO DO **- 海维工作企业 動**位 back beareated an hawng corner to an endit on Day Month Year 3 2 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]t of Henry Ansbacher & Co. Limited 高级的 经济的 4 . OFF , who are co office a significant the accounting reference date of which is. 31st December Signed ≾₩œεşα₫ [Secretary]† Date

Presenter's name address and reference (if any)

r. Ballard FCIS One Mitre Square, London FCBA SAN.



THE COMPANIES ACT 1985

Company Limited by Shares

SPECIAL RESOLUTION

of

COURSEWEST LIMITED

(passed 30th August 1988)

At an Extraordinary General Meeting of the above-named company duly convened and held on 30th August 1988 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to "ANSBACHER LIMITED"

P. Ballard Secretary

Priory House, One Mitre Square, London EC3A 5AN.



Henry Adsbacher & Co.

LRO

COMPANIES REGISTRATION

1 9 SEP 1988

M OFFICE 27

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2158361

I hereby certify that

COURSEWEST LIMITED

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

ANSBACHER LIMITED

Given under my hand at the Companies Registration Office, Cardiff the 29 SEPTEMBER 1988

Mas. D. M. Wilkie

an authorised officer

MENRY ANSBACILAR & CO. LIMITED

GO. LIMITED

THE MARK SQUAR DOCUMENT OF SAME PROPERTY OF SAME AND THE PROPERTY OF SAME AND THE PROPERTY OF THE PROPERTY OF

No

PJWCC300.LTR

18th April 1990

Companies Registration Office, Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

Dear Sirs,

Change of Name

We enclose Special Resolutions, together with our cheque for £80.00 in respect of the following simultaneous changes of name:

i) Company number:

2158361

Change of name from:

Ansbacher Limited to

to:

Henry Ansbacher Investments Limited

ii) Company number:

1820517

Change of name from:

Ansbacher Administration (Properties) Limited

to:

Ansbacher Limited

We shall be grateful to receive the Certificates of Change of Name in due course.

Yours faithfully,

P.J. Wastall

Company Secretary

Enc.

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No. 2158361

THE COMPANIES ACT 1985

Company Limited by Shares



SPECIAL RESOLUTION

of

ANSBACHER LIMITED

(passed 6th April 1990)

At an Extraordinary General Meeting of the above-named Company duly convened and held at One Mitre Square, London, EC3A 5AN on 6th April 1990 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to:

"HENRY ANSBACHER INVESTMENTS LIMITED".

26 APR 1990 I CONPANIES HOUSE

P.J. Wastall Secretary

Priory House, One Mitre Square, London EC3A 5AN.

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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2158361

I hereby certify that

ANSBACHER LIMITED

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

HENRY ANSBACHER INVESTMENTS LIMITED

Given under my hand at the Companies Registration Office, Cardiff the 3 MAY 1990

an authorised officer



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 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering. Name of company

(Address overleaf—Note 6)

1. To the Registrar of Companies

Company number

2158361

*Insert full name of company.

Note Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

†Delete as appropriate. HENRY ANSBACHER INVESTMENTS LIMITED

2. Gives notice that the company's new accounting reference date on which the current accounting reference Day period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Month

3. 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-cometo an end)t on

Day			MOUTH 4 69		Yea	ar .			
	3	0	0	9	1	9	9	2	

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent]t undertaking of_ _, company number__

the accounting reference date of which is...

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

For official use

D.E.B.

An administration order was made in relation to the company on ____

and it is still in force.

28 OCT 1992

6. Signed

Designation: Secretary

Date

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

> ONE MITRE SQUARE LONDON EC3A 5AN

071 783 7500

MR P J WASTALL

Post room,

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

‡Insart