

G

COMPANIES FORM No. 12 .

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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

Name of company

* ROBINSACRE LIMITED

* insert full
name of Company

I, NORMA SHAU YEE TANG

of 2 ARNGASK ROAD

CATFORD

LONDON SE6 1XU

† delete as
appropriate

Act do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]†
[person named as director or secretary 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 the
above company and of matters precedent 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 Declarations Act 1835

Declared at 10 Marlborough Street
Wardon

Declarant to sign below

the 16th day of MayOne thousand nine hundred and ninety one
before me Ance KuttNorma Tang

~~A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.~~

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

Ref: JHH/DHT

Lawrence Graham
190 Strand
London WC2R 1JNFor official use
New Companies Section**21 MAY 1991**
COMPANIES
HOUSE

Post room



C O M P A N I E S H O U S E

10

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

This form should be completed in black.

Company name (in full)

CN

2614939

For official use

A

ROBINSACRE LIMITED

Registered office of the company on
incorporation.

RO

190 STRAND

Post town LONDON

County/Region

Postcode WC2R 1JN

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

X

Name LAWRENCE GRAHAM

RA

190 STRAND

Post town LONDON

County/Region

Postcode WC2R 1JN

Number of continuation sheets attached

To whom should Companies House
direct any enquiries about the
information shown in this form?

MISS D.H. TURNER

LAWRENCE GRAHAM, 190 STRAND,

LONDON

Postcode WC2R 1JN

Telephone 071-379 0000

Extension 5321

Company Secretary (See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS		
LAWGRAM SECRETARIES LIMITED		
AD	190 STRAND	
Post town		LONDON
County/Region		
Postcode		WC2R 1JN
Country		
I consent to act as secretary of the company named on page 1		
For and on behalf of LAWGRAM SECRETARIES LIMITED		
Signed	Date 16/5/91	

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD		
NORMA SHAU YEE		
TANG		
AD	2 ARNGASK ROAD	
CATFORD		
Post town		LONDON
County/Region		
Postcode		SE6 1XU
Country		
DO	24	1163
Nationality		
OC	ASSISTANT SOLICITOR	
OD	NONE	
I consent to act as director of the company named on page 1		
Signed	Date 16-5-91	

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Post town

County/Region

Postcode

Country

Date of birth

DO

Nationality

NA

Business occupation

OC

Other directorships

OD

* Voluntary details

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

Consent signature

Signed

Date

Delete if the form
is signed by the
subscribers.

Lawrence Graham

Signature of agent on behalf of all subscribers

Date

16/5/1991

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

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

2614939

A PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

OF

ROBINSACRE LIMITED

1. The Company's name is ROBINSACRE LIMITED.
2. The Company's registered office is to be situate in England.
3. The Company's objects are:
 - (a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, and to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises.

£150 | R B & Scotland | P3 | 029183
Child & Co.

- (b) To carry on all or any of the business of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in, motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.
- (c) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (d) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (e) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or

convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (f) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (g) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (h) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities or any company of or in which this Company is a member or is otherwise interested.
- (i) To receive money or deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (j) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in

business or the dependants of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

- (k) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (l) To invest and deal with the moneys of the Company not immediately required for the purpose of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (m) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in

respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (o) To guarantee support, secure whether by personal covenants or by mortgaging or charging or creating a lien upon the whole or any part of the undertaking or capital of the Company or by any of such methods the performance of the obligations of and the repayment or payment of the principal amounts of any premiums, interest and dividends on any securities of any persons, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's Holding Company (as defined by Section 736 of the Companies Act 1985) or other subsidiary (as also defined by the said section) of the Company's holding Company or is otherwise associated in business with the Company.
- (p) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (q) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or

company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interest, or possessed of property suitable for the purposes of the Company.

- (r) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other rights in or over, and in any other manner deal with or dispose of the undertaking and all of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (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, 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, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (u) To do all such other things as are incidental or conducive to the above objects or any of them.
- (v) It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

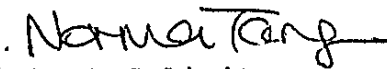
We, the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

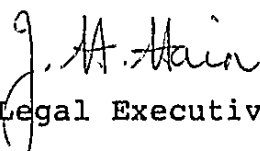
NORMA SHAU YEE TANG
190 Strand,
London
WC2R 1JN

One

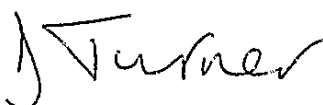

Assistant Solicitor

JEAN HARRADINE HAIN
190 Strand,
London
WC2R 1JN

One


Legal Executive

Dated this 16th day of May 1991
Witness to the above signatures:


Dawn Turner (Clerk)
190 Strand,
London WC2R 1JN

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROBINSACRE LIMITED

PRELIMINARY

1. (A) The following Regulations and (subject as hereinafter provided) the Regulations contained in Table A to the Companies (Tables A to F) Regulations 1985 made pursuant to Sections 3 and 8 of the Companies Act 1985 (hereinafter called "Table A") shall constitute the Regulations of the Company.

(B) In these Articles "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

2. Regulations 23, 24, 25, 40, 64, 73 - 78, 80, 94 and 95 of Table A shall not apply to the Company.

SHARES

3. Without prejudice to any special rights previously

conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination, as the Directors may determine) and subject to the provisions of the Statutes the Company may issue preference shares which are, or at the option of the Company are liable to be redeemed.

4. (A) Subject to the provisions of the Statutes (and of any resolution of the Company in general meeting passed pursuant thereto) and of these presents, all unissued shares shall be at the disposal of the Directors and they may allot with or without conferring a right of renunciation, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.

(B) The Directors are generally and unconditionally authorised to allot relevant securities (which expression shall in these present be construed in accordance with Section 80 of the Act) up to the amount of the authorized share capital with which the company is incorporated. This authority shall expire five years from the date of adoption of these presents, but may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement; and

- (C) The Directors shall have power to allot equity securities (which expression shall in these presents be construed in accordance with Section 94 of the Act) pursuant to the authority conferred by the preceding paragraph as if Section 89(1) of the Act did not apply to such allotment. This power shall cease to have effect at the time specified in Section 95(3) of the Act. The Company may make any offer or agreement which would or might require equity securities to be allotted after this power has expired and the Directors may allot equity securities in pursuance of any such offer or agreement.

5. Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited.

6. The Company shall not have power to issue Share Warrants to bearer.

LIEN

7. The lien conferred by Regulation 8 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

9. The Directors may, in their absolute discretion and without assigning any such reason therefor, decline to register any

transfer of any Share, whether or not it is a fully paid Share.

DIRECTORS

10. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have the authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly.

11. Neither a Director nor an alternate Director shall require a share qualification but nevertheless each shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

12. A Director (including an alternate Director) who pursuant to Regulation 94 of Table A has declared at a Meeting of the Directors the nature of his interest in a contract or proposed contract with the Company shall be entitled to vote in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

13. The Directors may pay and agree pension and other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons.

14. Paragraph (a) of Regulation 81 of Table A shall be excluded.

15. In Regulation 79 of Table A the words "and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting" shall be omitted.

16. At any time and from time to time the Company may (without prejudice to the powers of the Directors under Regulation 95 of Table A) by Ordinary Resolution appoint any person a Director (but so that the maximum number of Directors is not exceeded) and determine the period for which such person is to hold office.

ALTERNATE DIRECTORS

17. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Article shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

INDEMNITIES

18. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

QUORUM

19. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two Members present in person or by proxy shall be a quorum.

NAMES AND ADDRESSES OF SUBSCRIBERS

NORMA SHAU YEE TANG
190 Strand,
London
WC2R 1JN

Norma Tang

Assistant Solicitor

JEAN HARRADINE HAIN
190 Strand,
London
WC2R 1JN

J. H. Hain
Legal Executive

Dated this 16th day of May 1991
Witness to the above signatures

D. Turner

Dawn Turner (Clerk)
190 Strand,
London
WC2R 1JN

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2614939

I hereby certify that

ROBINSACRE 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 28 MAY 1991

P. Bevan
P. BEVAN

an authorised officer

Number of Company:- 2614939

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



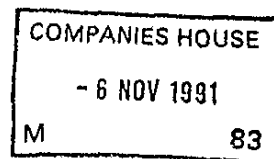
SPECIAL RESOLUTION

OF

ROBINSACRE LIMITED

PASSED ON

the 4th Day of October 1991



At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Carrick House, Lypiatt Road, Cheltenham, Glos on the 4th Day of October 1991, the subjoined SPECIAL RESOLUTION was duly passed:-

RESOLUTION

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

[Handwritten signature]

CARRICK HOUSE
LYPIATT ROAD
CHELTENHAM
GLOS. GL50 2RJ

12/10/91

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2614939

I hereby certify that

ROBINSACRE LIMITED

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

TKS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 12 NOVEMBER 1991

P. Bevan
P. BEVAN

an authorised officer