

**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

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use

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Name of company

* LEGISTSHELFCO NO. 123 LIMITED

* insert full
name of Company

RONALD GEORGE PATERSON

of PO Box 613, Epworth House, 25 City Road, London EC1Y 1BY

† delete as
appropriate

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] 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 14 Dominion Street
London EC2Y 2RJ

Declarant to sign below

the 19th day of February
One thousand nine hundred and ninety two
before me William S. Dawson
W. S. DawsonR. G. Paterson

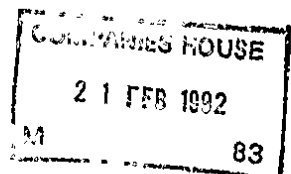
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

For official Use

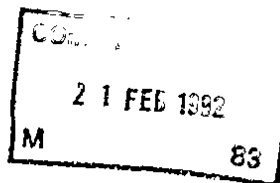
New Companies Section

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

2691695

For official use

LEGISTSHELF CO NO. 123 LIMITED

Registered office of the company on
incorporation.

RO

EPWORTH HOUSE

25 CITY ROAD

Post town LONDON

County/Region

Postcode EC1Y 1BY

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

RA

Name BISCHOFF & CO

P.O. BOX 613, EPWORTH HOUSE

25 CITY ROAD

Post town LONDON

County/Region

Postcode EC1Y 1BY

Number of continuation sheets attached

☐

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

BISCHOFF & CO.

P.O. BOX 613, EPWORTH HOUSE

25 CITY ROAD, LONDON

Postcode EC1Y 1BY

Telephone 071 628 4222

Extension 274

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.

CS LEGIST CORPORATE SERVICES LIMITED

AD EPWORTH HOUSE, 25 CITY ROAD

Post town LONDON

County/Region

Postcode EC1Y 1BY Country England

I consent to act as secretary of the company named on page 1
Signed for and on behalf of Legist Corporate
Services Limited by

Consent signature

Signed

A. H. [Signature]

Date 19.2.92

Director

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.

CD RONALD GEORGE

PATERSON

AD P.O. BOX 613, EPWORTH HOUSE

25 CITY ROAD

Post town LONDON

County/Region

Postcode EC1Y 1BY Country England

Date of birth

DD 03/07/56

Nationality **NA** British

Business occupation

OC Solicitor

Other directorships

OD U.I.S. Industries Limited

(formerly a director of Firstfind Limited)

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

* Voluntary details

Consent signature

Signed

R. G. [Signature]

Date 19.2.92

A. H. THOMLINSON

CURRENT DIRECTORSHIPS

24/24 Addison Gardens Management Limited
Millicom Holdings (U.K.) Limited
Parkwood Group Limited
U.I.S. Industries Ltd

FORMER DIRECTORSHIPS

Walsel Limited
Melville Technologies Limited
Sigma Limited
Paintwise Limited
Forestville Limited
Federated Potteries Company Limited
Aimsight Limited
Fidelity Investment Advisors (U.K.)
Limited
Fidelity European Values Ltd

18/2/92

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.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD**

ANTONY HOWARD

THOMLINSON

AD

P.O. BOX 613, EPWORTH HOUSE

25 CITY ROAD

Post town

LONDON

County/Region

Postcode

EC1Y 1BY

Country

ENGLAND

DO

0 3 0 2 5 0

Nationality

NA

British

OC

Solicitor

OD

See attached list

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

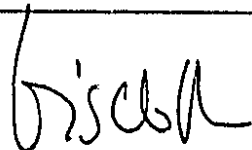
Signed

A.H. Thomlinson

Date

19.2.92.

Delete if the form
is signed by the
subscribers.



Signature of agent on behalf of all subscribers

Date

19.2.92.

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

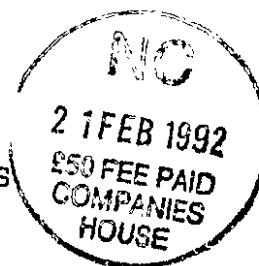
Signed

Date

COMPANY NUMBER

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

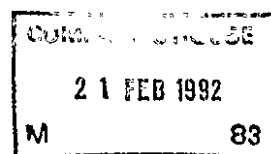
OF

LEGISTSHELFCO NO. 123 LIMITED

1. The Company's name is "LEGISTSHELFCO NO. 123 LIMITED".
2. The Company's Registered Office is to be situated in England.
3. The Company's Objects are:--
 - (A) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to provide services of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms, bodies or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms, bodies or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general

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merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.

- (B) To carry on any other trade or business which may seem in the opinion of the Board of Directors capable of being conveniently or advantageously carried on in connection with or ancillary to any business of the Company.
- (C) 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 part thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any offices, buildings, works, roads, 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.
- (E) To borrow or raise money for the purposes of or in connection with the Company's objects, and to secure the repayment thereof 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.
- (F) To mortgage or 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 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 assurances.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan.

- (I) To lend and advance money to any persons, firms or companies, and to give guarantees and indemnities both secured and unsecured in respect of the obligations of any company, firm or person whether or not the Company receives directly or indirectly any consideration or advantage therefrom.
- (J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, emoluments or benefits in kind to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985 or another subsidiary of such holding company, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (K) To draw, make, accept, endorse, negotiate, discount execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in any manner and to deal with any investment so made.
- (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.
- (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 of any company or corporation, with or without deferred or preferred 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 to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation 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 shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (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 manner for any consideration deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or

otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (U) 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.
- (V) 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.
- (W) To do all such things as may be considered incidental or conducive to the Company's objects or any of them.

The objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in anywise limited or restricted by reference to or inference from any other paragraph or the order in which the paragraphs appear or the name of the Company.

4. The liability of the Members is limited.

5. The Company's share capital is £100 divided into 100 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 set opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

A. H. Thomlinson

Antony Howard Thomlinson
Epworth House
25 City Road
London EC1Y 1BY

One

R. G. Paterson

Ronald George Paterson
Epworth House
25 City Road
London EC1Y 1BY

One

Dated *17th February* 1992

Witness to the above Signatures:- *Elizabeth A. Purdy.*

E.A. Purdy
Epworth House
25 City Road
London EC1Y 1BY

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LEGISTSHELF CO NO. 123 LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Regulations 24, 46, 54, 64, 101 and 118 of Table A shall not apply to the Company; and in addition to the remaining Regulations of Table A, as varied hereby, the following shall be the Regulations of the Company. The definitions set out in Regulation 1 of Table A shall unless the context otherwise requires apply herein except that the words "Common Seal" shall mean the common seal of the company' shall be deleted.

SHARES

2. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each ("Shares").

3. The Shares shall be under the control of the Directors and the Directors are unconditionally authorised for the purpose of Section 80 of the Act to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(1) of the Act) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company up to the amount of the full nominal capital of the Company for the time being created and which during the currency of such authority is from time to time unissued. The said general authority shall expire on the fifth anniversary of the incorporation of the Company or, if later, of the date of adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

5. The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time

before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

6. Section 89(1) of the Act shall not apply to any allotment of Shares in the Company.

7. Regulation 6 of Table A shall be read and construed as if the words "sealed with the seal" were deleted and the words "issued in such manner as the Directors may authorise" were inserted in their place.

TRANSFER OF SHARES

8. 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.

GENERAL MEETINGS AND PROCEEDINGS THEREAT

9. Regulation 41 of Table A shall be read and construed as if the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved" were added after the words "directors may determine."

10. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or at least by one Member entitled to vote present in person or by proxy.

11. If the Chairman so agrees an instrument of proxy may be treated as valid notwithstanding that it is received at the appropriate place less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote or, in the case of a poll less than 24 hours before the time appointed for the taking of the poll. Regulation 62 of Table A shall take effect accordingly.

12. Subject to any rights or restrictions attached to any Shares on a show of hands every member who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or being a corporation is present by a duly authorised representative or by proxy (in either case not being himself a member entitled to vote) and any member voting in accordance with Regulation 56 of Table A (other than by a person who is himself a member entitled to vote) shall have one vote (PROVIDED THAT any person who is present as proxy and/or representative and/or in accordance with Regulation 56 of Table A for more than one member shall have one vote only) and on a poll every member shall have one vote for every share of which he is the holder.

DIRECTORS

13. Unless otherwise determined by ordinary resolution the number of Directors (other than Alternate Directors) shall not be subject to any maximum but shall be not less than one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles.

14. Regulation 72 of Table A shall be read and construed as if the first sentence were deleted and the following words inserted in its place: "Each and every power authority or discretion under these Articles vested in the Board may be delegated by the Board to a committee consisting of one or more directors and no such power authority or discretion shall be regarded as being incapable of delegation to such a committee".

15. No Director shall be subject to retirement by rotation or at the first annual general meeting of the Company following incorporation or the appointment of that Director. Regulations 73, 74 and 75 of Table A shall not apply and regulations 78 and 79 of Table A shall be modified accordingly.

16. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and regulations 94, 95, 96, 97 and 98 of Table A shall be modified accordingly.

17. Any Director may participate in a Meeting of the Directors or of a committee of the Directors by means of a conference telephone or similar communications equipment whereby all persons participating in the Meeting can hear each other. Participation in a Meeting in this manner shall be deemed to constitute presence in person at such Meeting. Regulation 110 of Table A shall take effect accordingly.

INDEMNITY

18. Subject to the provisions of and so far as may be consistent with the Act and any other relevant statute for the time being in force every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office but without prejudice to any indemnity to which he would otherwise be entitled.

NAMES AND ADDRESSES OF SUBSCRIBERS

A. H. Thomlinson

Antony Howard Thomlinson
Epworth House
25 City Road
London EC1Y 1BY

R. G. Paterson

Ronald George Paterson
Epworth House
25 City Road
London EC1Y 1BY

Dated 19th February 1992

Witness to the above Signatures:- *Elizabeth A. Purdy,*

E.A. Purdy
Epworth House
25 City Road
London EC1Y 1BY

COMPANY NUMBER

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

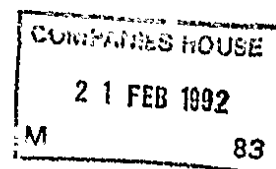
MEMORANDUM & ARTICLES OF ASSOCIATION OF
LEGISTSHELF CO NO. 123 LIMITED

Incorporated the day of 1992

Bischoff & Co.
Epworth House
25 City Road
London EC1Y 1BY

Telephone: 071-628 4222

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FILE COPY



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

No. 2691695

I hereby certify that

LEGISTSHELFCO NO. 123 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 FEBRUARY 1992

M. R. O.
M. R. O.

an authorised officer