

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

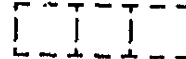
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

* insert full
name of Company* MERESIDE TOURISM & CONFERENCE BUREAU
LTDI, JEAN BROWN OF BRITANNIA COMPANY FORMATIONS LIMITEDof INTERNATIONAL HOUSE82-86 DEANS GATEMANCHESTER M3 2ER† 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 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 90 DEANS GATEMANCHESTER M3 2QJ

Declarant to sign below

the 16th day of APRIL
One thousand nine hundred and ONE THOUSAND
before me [Signature]

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

for and on behalf of
Britannia Company
Formations LimitedPresenter's name address and
reference (if any):

The Kestrian Group Limited
International House
82-86 Deansgate
Manchester M3 2ER
Tel: 061-839 1006
British Document Exchange
DX10275 Manchester 3
Fax: 061-832 9927

For official Use

New Companies Section

Post room





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

For official use ☐

MESSAGING TARIFF & CONFERENCE
BUREAU LIMITED

Registered office of the company on
incorporation.

☐ RO

THE BRITANNIA SUITE

INTERNATIONAL HOUSE, 82-86 DEANS GATE

Post town MANCHESTER

County/Region _____

Postcode M3 2ER

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 THE KESTRIAN GROUP LIMITED

☐ RA

INTERNATIONAL HOUSE,

82-86 DEANS GATE,

Post town MANCHESTER

County/Region _____

Postcode M3 2ER

Number of continuation sheets attached ☐

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

THE KESTRIAN GROUP LIMITED

INTERNATIONAL HOUSE,

82-86 DEANS GATE, MANCHESTER

Postcode M3 2ER

Telephone 061 839 1006

Extension _____

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

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

CS		
BRITANNIA COMPANY FORMATIONS LIMITED		
AD THE BRITANNIA SUITE,		
82-86 DEANS GATE,		
Post town MANCHESTER		
County/Region		
Postcode M3 2ER		Country ENGLAND
I consent to act as secretary of the company named on page 1		
Signed	Date 16/4/93	
for and on behalf of BRITANNIA COMPANY FORMATIONS LTD		

CD		
DEANS GATE COMPANY FORMATIONS LIMITED		
AD THE BRITANNIA SUITE, INTERNATIONAL HOUSE,		
82-86 DEANS GATE,		
Post town MANCHESTER		
County/Region		
Postcode M3 2ER		Country ENGLAND
DD		Nationality NA BRITISH
OC	CORPORATE BODY	
OD		
I consent to act as director of the company named on page 1		
Signed	Date 16/4/93	
for and on behalf of DEANS GATE COMPANY FORMATIONS LTD		

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	
AD	
Post town	
County/Region	
Postcode	Country
DO	Nationality NA
OC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date 15/6/03

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

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

2811513
COMPANY NO.
INCORPORATED



Memorandum of Association



OF MERSEYSIDE TOURISM & CONFERENCE BUREAU
LIMITED

1. The Company's name is "MERSEYSIDE TOURISM & CONFERENCE BUREAU LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to promote, maintain and advance tourism and the leisure industries in the districts of Knowsley, St Helens, Liverpool, Wirral and Sefton ("Merseyside") and the Company shall have the following powers exercisable in furtherance of such objects, but not otherwise, namely:-
 - (a) To develop, provide, organise or manage facilities for tourist, trade or other visitors to Merseyside, and to make known and advertise the facilities and advantages of Merseyside.
 - (b) To promote or encourage industrial and commercial activity or enterprise in Merseyside having as an objective the provision of goods or services or the creation of employment opportunity and in particular to encourage the formation and development of small businesses engaged in or connected with tourism or the leisure industries.
 - (c) To sponsor, arrange, organise, manage and support conferences, exhibitions and fairs and cultural, sporting and leisure events and activities of all kinds.
 - (d) To maintain offices for answering inquiries and disseminating information and to print, publish, sell, circulate and distribute gratuitously or otherwise handbooks, leaflets, guide books and publications of all sorts calculated to be useful to visitors to Merseyside or to promote directly or indirectly any of the Company's objects.

Bardays

20-55-03

£200-00

100000

- (e) To advertise the Company's objects and activities in any manner that may seem expedient.
- (f) To manufacture or purchase and to deal in and sell or otherwise dispose of (whether gratuitously or otherwise) souvenirs, articles and goods of all descriptions.
- (g) To sponsor and arrange competitions, lotteries and games of skill or chance and to provide prizes therefor.
- (h) To carry on business as proprietors or managers of hotels, restaurants, and places of refreshment (whether licensed or not).
- (i) To employ, sponsor, contract with or otherwise engage such persons and upon such terms as may seem expedient and to carry on business as an employment agency.
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and to construct, maintain, alter, convert and pull down any buildings, erections or structures.
- (k) To sell, let, mortgage, dispose of or turn to account, hire out, lend (whether gratuitously or otherwise) and manage all or any of the property or assets of the Company.
- (l) To grant pensions, allowances, gratuities and bonuses to officers or employees or ex-officers or ex-employees (including directors or ex-directors) of the Company or its predecessors in business or of any company which is a subsidiary or a holding company of the company or another subsidiary of a holding company of the Company or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such person as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions the support of which may, in the opinion of the directors, be calculated directly or indirectly to benefit the Company or its employees and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of its officers or employees or the officers or employees of any such subsidiary, holding company or other subsidiary.
- (m) To enter into any arrangements with any government, governmental or regional authority or department, national or international organisation or body, local authority, university or college or any other body or person that may seem conducive to the promotion and attainment of the Company's objects.
- (n) To conduct appeals and solicit and accept any grants, contributions, legacies and donations and to undertake and execute any trusts which may lawfully be undertaken by the Company.
- (o) To lend and advance money or give credit on such terms as may seem expedient and with or without security to any company, firm or person, to enter into guarantees, contracts of indemnity and suretyships of all kinds (with or without consideration, to receive money on deposit or loan upon any terms and to secure or guarantee

(with or without consideration) the payment of any sums of money or the performance of any obligation by any company, firm or person in any manner.

- (p) To borrow or raise money and secure or discharge any debts or obligation of the Company on such terms and on such security as may be thought fit.
- (q) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, and to change, sell, exchange or otherwise dispose of any such investments.
- (r) To subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body (whether incorporated or not and whether in the United Kingdom or elsewhere) whose objects are wholly or in part similar to those of the Company.
- (s) To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the organisations, institutions, societies or bodies with which this Company is authorised to amalgamate.
- (t) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets, or other documents on subject which are within the objects of the Company.
- (u) To establish and support or aid by donation, subscription, guarantee or otherwise in the establishment and support of any associations or institutions or purposes connected with the objects of the Company or calculated to further its objects.
- (v) To assist (whether financially or otherwise) or advise others in the doing of any of the above things.
- (w) 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, brokers, sub contractors, trustees or otherwise.
- (x) To pay the costs, charges and expenses of the promotion and establishment of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided always that the objects of the company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

AND IT IS HEREBY DECLARED THAT:-

- (i) The objects specified in each sub-clause shall be regarded as independent objects and they shall not be limited or restricted except where otherwise expressed in such sub-clauses by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.
- (ii) The word "Company" except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether corporate or unincorporated and whether incorporated registered resident or domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £2 divided into 2 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

JEAN BROWN

ONE

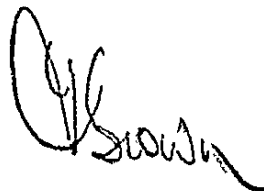
International House
82-86 Deansgate
Manchester
M3 2ER



GRAHAM BROWN

ONE

International House
82-86 Deansgate
Manchester
M3 2ER



TOTAL SHARES TAKEN

TWO

Dated 16 April 1993

Witness to the above Signatures:

MICHAEL ROBERT SWINBURNE

International House
82-86 Deansgate
Manchester
M3 2ER





Articles of Association

OF MERSEYSIDE TOURISM & CONFERENCE BUREAU LIMITED

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") subject to the additions exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

SHARE CAPITAL

2. The Directors of the Company may (subject to regulations 3 and 4(i) below and section 80 of the Act) allot grant options over or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.
3. The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit subject to the provisions of section 80 of the Act.
- 4.(i) Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting any shares which do not comprise the original authorised share capital of the Company shall before they are issued be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.
- (ii) In accordance with section 91(1) of the Act section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

LIEN

- 5.(i) The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.
- (ii) Regulation 8 of Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

- 6.(i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed -
- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.
- (ii) The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted and in the case of an Annual General Meeting shall specify the Meeting as such.
- (iii) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend the consideration of the accounts balance sheets and the reports of the Directors and Auditors and the appointment of and the fixing of the remuneration of the Auditors.
- (iv) Subject to the provisions of these Articles and to any restrictions imposed on any shares all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all the Members to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being.
- (v) Regulation 38 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 7.(i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. Two persons entitled to vote upon the business to be transacted each being a Member or a proxy for a Member or a duly authorised representative of a corporation shall be a quorum.
- (ii) If such a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting such adjourned Meeting shall be dissolved.
- (iii) Regulations 40 and 41 of Table A shall not apply to the Company.

NUMBER OF DIRECTORS

- 8.(i) Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum and the minimum number of Directors shall be one. If and so long as the minimum number of Directors shall be one a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
- (ii) Regulation 64 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.
10. No person shall be appointed a Director at any General Meeting unless -
- (a) he is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.
11. Subject to regulation 10 above the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
12. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
13. The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

DIRECTORS GRATUITIES AND PENSIONS

- 14.(i) The powers of the Company set out in Clause 3(p) of the Memorandum of Association may be exercised by the Directors of the Company.
- (ii) Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 15.(i) 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.
- (ii) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

THE SEAL

- 16.(i) In accordance with section 36A(3) of the Act the Company need not have a seal. If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Regulation 101 of Table A shall not apply to the Company.
- (ii) The requirements set out in Regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal.
- (iii) The Company may in accordance with Section 39 of the Act have for use in any territory district or place elsewhere than in the United Kingdom an official seal. Such seal shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors.

SECRETARY

17. The first Secretary or Joint-Secretaries of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

TRANSFER OF SHARES

18. The Directors may in their absolute discretion decline to register the transfer of a share whether or not it be a fully paid share and no reason for the refusal to register the afore-mentioned transfer need be given by the Directors. The first sentence of regulation 24 of Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

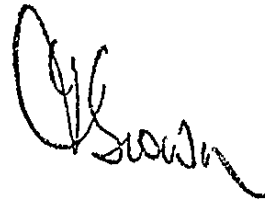
JEAN BROWN

International House
82-86 Deansgate
Manchester
M3 2ER



GRAHAM BROWN

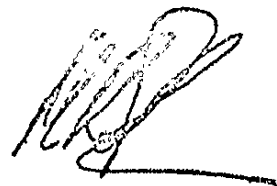
International House
82-86 Deansgate
Manchester
M3 2ER



Dated 16 April 1993

Witness to the above Signatures:

MICHAEL ROBERT SWINBURNE
International House
82-86 Deansgate
Manchester
M3 2ER



FILE COPY



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

Company No. 2811513

The Registrar of Companies for England and Wales hereby certifies that

MERSEYSIDE TOURISM & CONFERENCE BUREAU LIMITED

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

Given at Manchester, the 16th April 1993


SHEILA PEAK

For The Registrar Of Companies



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