



# 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

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

To the Registrar of Companies

For official use

For official use

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--

Name of company

\* insert full  
name of Company

* MOSAIK LIMITED
------------------

I, MICHELE COHEN  
of 22 SELVAGE LANE, MILL HILL, LONDON NW7 3SP

† 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 15-19 Kingsway  
London WC2

Declarant to sign below

*[Signature]*

the 19th day of May

One thousand nine hundred and ninety three  
before me W B Kennair

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

WILLIAM B. KENNAIR, A COMMISSIONER FOR OATHS

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

BERLIOZ & CO  
44/46 KINGSWAY  
LONDON WC2B 6EN

For official Use

New Companies Section

Post room



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**Jordans**

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS  
Tel: 0272 233600 Telex 449119

# 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 ☐

~~MOSAIC~~ LIMITED

Registered office of the company on  
incorporation.

**RO**

44/46 KINGSWAY

Post town LONDON

County/Region

Postcode WC2B 6EN

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.

☐

Name

**RA**

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

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

BERLIOZ & CO

44/46 KINGSWAY, LONDON

Postcode WC2B 6EN

Telephone 071 831 4022

Extension

**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		
	MICHELE	
	COHEN	
	NONE	
	NONE	
AD	22 SELVAGE LANE	
	MILL HILL	
	Post town	LONDON
	County/Region	
	Postcode	NW7 3SP
	Country	UK
I consent to act as secretary of the company named on page 1		
Signed	<i>[Signature]</i>	
	Date	10/05/93

**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

CD		
	CAROLINA	
	CHEVALIER	
	NONE	
	NONE	
AD	6 RUE OUDINOT	
	Post town	PARIS
	County/Region	
	Postcode	75007
	Country	FRANCE
DO	050663	Nationality
OC	DIRECTOR	
OD	NONE	
I consent to act as director of the company named on page 1		
Signed	<i>[Signature]</i>	
	Date	May 14, 1993

\* Voluntary details

**Consent signature**

**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**

PIERRE

MESGUISH

None

None

**AD** 15 RUE FOUCAULT

Post town CLICHY

County/Region

Postcode 92110

Country FRANCE

**DO** 1 0 1 1 5 2Nationality **NA** FRENCH**OC** DIRECTOR**OD** NONE

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

Signed

Date

10<sup>th</sup> of May 1993

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

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

Signed

Date

19/5/93

Signed

Date

19/05/93

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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

2821733' NW

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION



OF

MOSAİK LIMITED

1. The name of the Company is "MOSAİK LIMITED"
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are :-
  - (A) To carry on all or any of the businesses of study, creation, realisation , general commerce and trade, manufacturers, designers, importers, exporters, distributors, hirers, marketing agents for, and dealers in all kind of decorations in mosaic and painted frescos, and all products or material related to decoration, architecture, construction and accessories of all kinds.
  - (B) To take and acquire shares, participation and interest in or with and licences and any other rights from or with any company or person and to administer, manage, audit and value all such property and any such company in which the Company may be interested.
  - (C) To carry out any commercial, financial and legal operations and to acquire, hold, sell, improve and exploit all manner of moveable and immovable property.

136311

- (D) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (E) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorized to carry on, or possess of any property or assets suitable for the purposes of the Company.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (G) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- (H) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter into any guarantee, contract or otherwise, and in particular without limiting the generality of the foregoing, to guarantee the payment of any money secured by or payable under, or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular, but without limiting the generality of the foregoing, any company which is, (within the meaning of Sections 736 of the Companies Act 1985 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company,

(H) (contd.)

or a subsidiary of any such holding company and for any such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, both present and future including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(I) 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 of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.

(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 to give or procure the giving of donations, gratuities, pension, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons 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 wellbeing 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 any charitable or benevolent object 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 aforesaid.

- (K) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would, or might derive any benefit, whether direct or indirect.
- (L) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company, or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (M) To amalgamate with any other company.
- (N) To sell or dispose of the undertaking, property and assets of the Company or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- (O) To distribute any of the Company's property or assets among the members in specie.
- (P) To cause the Company to be registered or recognised in any foreign country.
- (Q) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which seem beneficial to the Company.


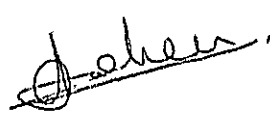


- (R) To construct, alter, remove, or replace any buildings, erections, structures, machinery, plant, tools or works of any description or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (S) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments.
- (T) To remunerate employees and servants of the Company and others out of or in proportion to the return or profits of the Company or otherwise as the Company shall think fit, and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (U) To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise.
- (V) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independant main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The Share Capital of the Company is £ 25,000 divided into 100 Ordinary Shares of £250.00 each.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
Ravin Lallah 44/46 Kingsway London WC2B 6EN Barrister	 ONE
Michèle Cohen 22 Selvage Lane Mill Hill London NW7 3SP Legal Assistant	 ONE

Dated this 19th day of May 1993

Witness to the above signature :

Mario P. Stasi  
114 Sinclair Road  
London W14 0NL



Legal Assistant

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MOSAIK LIMITED

1. (a) The following regulations and (subject as hereinafter provided) the Regulations contained in Table A of Statutory Instruments 1985 No. 805 shall constitute the Articles of Association of the Company.  
  
(b) The following words shall be added to the definition of "United Kingdom" in Regulation 1 of Table A, at the end thereof, namely :-  
"and any other country being in which a Director or a member is recorded in the registers of the Company to be living or in which an office or place of business of the Company is situated"  
and in these regulations the words "United Kingdom" shall be construed accordingly.
2. Regulations 24, 25, 28, 65 to 69, 73 to 80, 84 to 87 (inclusive) of Table A shall not apply to the Company.
3. The Company is a private company and :-
  - (a) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in the employment and have continued after the determination of such employment to be members of the Company) is limited to 10. Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this Article be treated as a single member.
  - (b) Any invitation to the public to subscribe for shares or debentures of the Company is prohibited.

4. The Share Capital of the Company is £ 25,000 divided into 100 Ordinary Shares of £250.00 each.
5. Whenever the Capital of the Company is divided into shares of different classes the rights and privileges of any such class (unless otherwise provided by the terms of issue of the shares of such class) may be varied with the consent in writing of the holders of three quarters of the issued shares of such class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the shares of that class. At every such separate General Meeting the quorum shall be two persons at least holding or representing by proxy one third of the issued shares of such class.
6. All further shares in the Company authorised to be issued shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice specifying the number of the 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 the receipt of an intimation from the member to whom such notice has been given that he declines to accept the shares offered, the Directors may allot or otherwise dispose of the same to such person and on such terms as they think fit.
7. The first Directors shall be the persons named as first Directors of the Company in the statement delivered under section 10 of the Companies Act 1985.
8. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in the Company.
9. The Directors may decline to register the transfer of any share without assigning any reason therefor.

10. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its Directors on its behalf, and shall take effect upon lodgement at the Registered Office of the Company.
11. A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate, but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled, in the absence from the United Kingdom of the Director appointing him, to sign on his behalf a resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by writing under his hand, deposited at the Registered Office of the Company, at any time revoke the appointment of an alternate appointed by him. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.

12. (a) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company on such terms as to the remuneration and otherwise as the Directors shall arrange.
- (b) A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or officer of or from his interest in such other company. The Directors may exercise the voting power conferred by the shares in the other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number Directors or officers of such other company or voting or providing for the payment of remuneration to the Directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be or about to become a Director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.
- (c) No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

12. (c) (cont)

The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be as sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid.

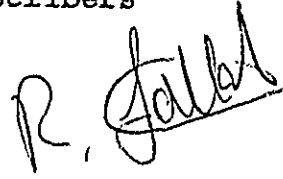
13. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied or associated with the Company or with any such subsidiary, or who were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company, or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such person, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present upon a motion in respect of any matter referred to in this Article and may vote as a Director any resolution in respect of any such matter notwithstanding that he is personally interested in such matter.

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 of the Companies Act 1985.



Names, addresses and descriptions of Subscribers

Ravin Lallah  
44/46 Kingsway  
London WC2B 6EN  
Barrister



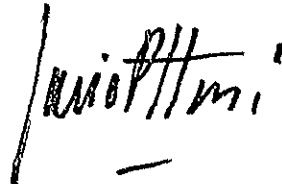
Michèle Cohen  
22 Selvage Lane  
Mill Hill  
London NW7 3SP  
Legal Assistant



Dated this 19th day of May 1993

Witness to the above signatures :-

Mario P. Stasi  
114 Sinclair Road  
London W14 0NL  
Legal Assistant



# BERLIOZ & CO

44/46 Kingsway, London WC2B 6EN  
Tel. 071 831 4022. Fax 071 831 8233

Paris : 68, Boulevard de Courcelles, Paris, 75017  
Tél. (33.1) 44 01 44 01, Fax. 44 15 94 15

Bruxelles : 38, rue de la Loi, 1040 Bruxelles  
Tél. (32.2) 231 19 15, Fax. 230 49 75

New York : 655, Madison Avenue, New York, N.Y. 10021  
Tél. (212) 486 63 02/03, Fax. 486 86 68

Ravin LALLAH, M.A.  
*Barrister*

URGENT

BY HAND

The Registrar of Companies  
Companies Registration office  
Companies House  
Crown Way  
Maindy  
Cardiff CF4 4UZ

19th May 1993

Dear Sir,

RE: MOSAIK LIMITED

Clients of this firm wish to incorporate urgently a Company under the above name.

Please now find enclosed all the documents in connection with the registration of the Company and a cheque in the amount of £ 50.00 as registration fee.

We should be grateful if the above named Company could be incorporated with the least possible delay.

Thank you in anticipation.

Yours faithfully,

*Berlioz & Co*

FILE COPY



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

No. 2821733

I hereby certify that

**MOSAİK 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 26 MAY 1993

A handwritten signature in dark ink, appearing to read 'I. J. Parns'.

MRS. I. J. PARNs

an authorised officer