

No. of Company... **944454**

THE COMPANIES ACT, 1948.

**Declaration of Compliance with the requirements
of the Companies Act, 1948, on application
for registration of a Company.**

Pursuant to Section 15(2) of The Companies Act, 1948

TRAVEL AVERY Limited

I, **BRIAN GOLDSTEIN**

~~25 THE CLYDE, HILTON, GLASGOW~~ **10, FINSBURY Pavement, LONDON**

do Solemnly and Sincerely Declare that I am (A) **A Person named in the**
Articles of Association as Secretary.

TRAVEL AVERY Limited,
and that all the requirements of the Companies Act, 1948, in respect of matters precedent
to the registration of the said Company and incidental thereto 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 **64, Finsbury Pavement**

in the County of London.

on **3rd** day of **DECEMBER**
one Thousand Nine Hundred and

for Me,

W. L. Hearn
Commissioner for Oaths (B)

- (A) "A Solicitor of the Supreme Court Engaged in the Formation" or
"A Person named in the Articles of Association as a Director" or
"A Person named in the Articles of Association as Secretary".
(B) or a Notary Public or Justice of the Peace.

presented for Filing by

No. of Company

944454

Form No. 25

TRAVEL AVERY

LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (Note—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

THE NOMINAL CAPITAL of the above-named Company is £ 1,000.

Signature

Description

Secretary

Date

3/12/68

Presented for registration by

EXPRESS COMPANY REGISTRATIONS LIMITED
70, FINSBURY PAVEMENT
LONDON, E.C.2.



EXPRESS COMPANY REGISTRATIONS LIMITED
COMPANY REGISTRATION AGENTS
70, FINSBURY PAVEMENT,
LONDON, E.C.2
Telephone: NATIONAL 5434 5

944454

3

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

TRAVEL AVERY LIMITED

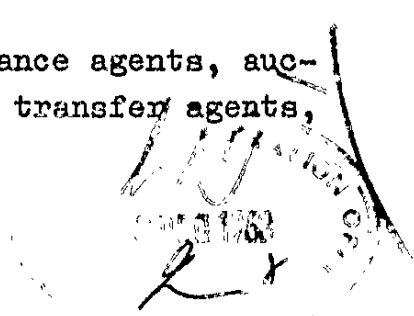
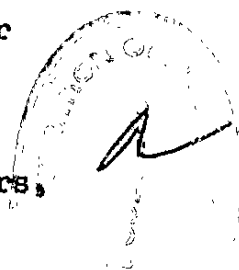


1. The name of the Company is "Travel Avery Limited". ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The objects for which the Company is established are :-

(A) (1) To carry on business as travel agents and operators and to establish and carry on a travel bureau, touring agency, customs' clearing agency; to organise and conduct trips, holidays and excursions of all kinds in any part of the world, to provide hotel and lodging accommodation and to act as agents for railways, shippers, carriers, theatre and cinema proprietors, and as sellers and dealers in any tickets issued by them; to act as bankers and exchangers of money and to issue travellers' cheques and to provide any other accommodation or assistance to travellers and tourists.

(2) To carry on business as carriers of passengers, goods and mails and any other articles by air, s and land.

(3) To carry on business as insurance agents, auctioneers, estate agents, business transfer agents, valuers and surveyors.



- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £1,000 divided into 100 ordinary shares of £1 each and 900 "A" ordinary shares of £1 each the holders of which said "A" ordinary shares shall not have the right to vote at any meeting of the Company but subject thereto shall rank for all purposes *pari passu* with the holders of ordinary shares. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

WE, the several persons whose names and addresses 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 respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>M. Goldstein</i> Muriel Goldstein, 70, Finsbury Pavement, Moorgate, London. E.C.2. Company Director.	ONE ORDINARY
<i>B. Goldstein</i> Brian Goldstein, 70, Finsbury Pavement, Moorgate, London. E.C.2. Chartered Accountant.	ONE ORDINARY

DATED the 3rd day of December 1968.

WITNESS to the above signatures :

Suzan Ann Clements
Suzan Ann Clements,
70, Finsbury Pavement,
Moorgate,
London. E.C.2.
Secretary.

COMPANY LIMITED BY SHARES.



Articles of Association

OF

TRAVEL AGENCY LIMITED

18 DEC 1968

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 79, 126 and 130 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and Clauses 2, 3, 4, 5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company.

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to the provisions of the next following clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to 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.

LIEN

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

6. Clause 3 of Part 2 of Table A shall not apply to any transfer to a person who is already a member of the Company or to a transferee under the next following Clause hereof (Clause 7).

7. Any share may be transferred by a member to any child or other issue, wife, husband, father, mother, brother, sister, son-in-law, daughter-in-law, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. The proviso to clause 32 of Part 1 of Table A shall not apply to the Company.

GENERAL MEETING

9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

12. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

13. 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 Clause 84 in Part I of Table A shall be modified accordingly.

14. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated:-
- (1) If he resigns his office by notice in writing to the Company.
 - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (3) If he is prohibited from being a Director by an order made under section 188 of the Act.
 - (4) If he becomes of unsound mind.
 - (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS

16. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

17. The first Secretary of the Company shall be Brian Goldstein.

ACCOUNTS

18. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948 and sections 16 to 22 of The Companies Act 1967, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

AUDIT

19. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and sections 13 and 14 of the Companies Act 1967.

INDEMNITY

20. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

M. Goldstein
Muriel Goldstein,
70, Finsbury Pavement,
Moorgate,
London. E.C.2.
Company Director.

B. Goldstein
Brian Goldstein,
70, Finsbury Pavement,
Moorgate,
London. E.C.2.
Chartered Accountant.

DATED the 3rd day of December 1968.

WITNESS to the above signatures :

S. A. Clements
Suzan Ann Clements,
70, Finsbury Pavement,
Moorgate,
London. E.C.2.
Secretary.



CERTIFICATE OF INCORPORATION

No. 944454

I hereby certify that

TRAVEL AVERY LIMITED

as this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 18th December, 1968.

G. R. Knight.

Assistant Registrar of Companies

NO. of Company: 9AAA54

38

THE COMPANIES ACTS 1948 TO 1981

ORDINARY RESOLUTION

61 (1) (A)
pursuant to section of the Companies Act 1948

of

TRAVEL AVEKI LIMITED

Passed the 12th day of June, 1985.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at 2 Royal Terrace, Southend-on-Sea, Essex. SS1 1RB on the 12th day of June, 1985, the following Ordinary Resolution was duly passed:-

That the Nominal Capital of the Company be increased by £11,500 divided into 11,500 Ordinary Shares of One Pound (£1) each such new Shares to rank pari passu with existing Ordinary Shares.

Edwards

CHAIRMAN

Presented By:

Garron Bowles & Bass,
2 Royal Terrace,
Southend-on-Sea,
Essex SS1 1RB.

10 JUL

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

39

944454

Name of Company

*delete if
inappropriate

TRAVEL AVERY

Limited

*delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special]† resolution of the company dated 12th June, 1985

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 11,500 beyond the registered capital of £1,000

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
11,500	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

To rank PARI PASSU with the existing
Ordinary Shares

Please tick here if
continued overleaf

*delete as
appropriate

Signed

[Director] [Secretary]† Date

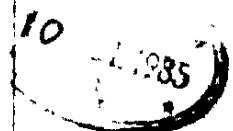
4/7/85

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

Barron Rowles & Barr,
2 Royal Terrace,
Southend-on-Sea,
Essex. SS1 1EB.

For official use
General section

Post room



No. of Company: 944454

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

pursuant to section 122 of the Companies Act 1985

of

TRAVEL AVERY LIMITED

Passed the 17th day of October 1985

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at 735 Southchurch Road, Southend-on-Sea, Essex, on the 17th day of October 1985, the following Special Resolution was duly passed:-

That the Nominal Capital of the Company be altered by the conversion of the 900 'A' Ordinary Authorised and Issued Shares of £1 each to Ordinary £1 Shares to rank pari passu in all respects with the existing Ordinary £1 Shares.

PRESENTED BY:

Damon Rowles & Bass,
2 Royal Terrace,
Southend-on-Sea,
Essex.
SS1 1RB


CHAIRMAN



Rule 4.153 The Insolvency Act 1986
Notice of Constitution
of Liquidation Committee
Pursuant to Rule 4.153 (6)-CVL of
the Insolvency Rules 1986

R.4.153 (6)-(CVL)

For official use

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To the Registrar of Companies

Company Number

994454

Name of Company

(a) Insert full name
of company

(a)

T. G. S. (LEICESTER)

Limited

(b) Insert full
name(s) and
address(es)

I/We (b)

BRIAN JAMES HAMBLIN
PANNELL KERR FORSTER
HORSEFAIR HOUSE
3 HORSEFAIR HOUSE
LEICESTER LE1 5BA

T.G.S. (Leicester) Ltd

the liquidator(s) of the company.

A attach a copy of the certificate (amended certificate) of constitution of the
liquidation committee dated

4 May 1988

OR

B give notice of a change in the membership of the liquidation committee and
attach a copy of my report dated

Signed

Date 5 May 1988

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

LAI/ 3088/8

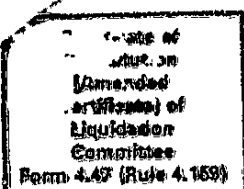
PANNELL KERR FORSTER
CHARTERED ACCOUNTANTS
Horsefair House
3 Horsefair Street
LEICESTER LE1 5BA

For Official Use
Liquidation Section

Post Room

CONF. 54 MAY 1988

54



IN THE MATTER of T.G.S. (LEICESTER) LIMITED

Form 4.47

AND

IN THE MATTER of The Insolvency Act 1986

(1) Insert name and address of liquidator.

I, (1) BRIAN JAMES HAMBLIN
PANNELL KERR FORSTER
HORSEFAIR HOUSE
3 HORSEFAIR STREET
LEICESTER LE1 5BA

(2) Insert details of members of committee

liquidator of the above-named company certify that a liquidation committee has been duly constituted and that the membership is as follows:—
(2)

MR HARRISON	representing	Harrison Jeavons & Co
MR CASTLEMAN	representing	Newby Castleman & Co
MRS WHEELDON	representing	Ashwater Forge & Foundry Ltd

(3) Delete as applicable.

(3) ~~This certificate amends the certificate issued by me~~
on (4) 19 .]

(4) Insert date.

Dated 4 MAY

1988 .

Signed
(Liquidator)

Name in BLOCK LETTERS

BRIAN JAMES HAMBLIN

The Insolvency Act 1986

Statement of Company's Affairs

Pursuant to Section 95/99 of the Insolvency Act 1986

S. 95 / 99

For official use

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To the Registrar of Companies

Company Number

994454

Name of Company

(a) Insert full name of company

(a)

T. G. S. (LEICESTER)

Limited

(b) Insert full name(s) and address(es)

I/VX (b)

BRIAN JAMES HAMBLIN
PANNEL KERR FORSTER
HORSEFAIR HOUSE, 3 HORSEFAIR STREET
LEICESTER LE1 5BA

(c) Insert date

the liquidator(s) of the above named company attach a statement of the company's affairs as at (c) 4 MAY 1988

Signed



Date 5.5.88

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

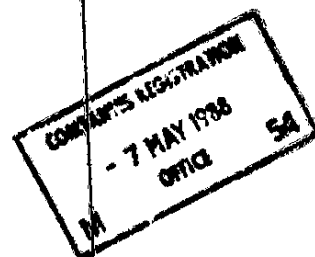
LI/3088/8

PANNEL KERR FORSTER
CHARTERED ACCOUNTANTS
Horsefair House
3 Horsefair Street
LEICESTER LE1 5BA

For Official Use

Liquidation Section

Post Room



Statement of Affairs
combining
Forms 2 3 4 17 4 18
and 4 19
Rules 2 12 4 33
4 24 (CvL)

1. In the No. of 19 1
IN THE MATTER of T. G. S. (LEICESTER) LIMITED
AND
IN THE MATTER of the Insolvency Act 1986

(1) These details will
be the same as those
shown on the top of the
winding-up petition.
Delete except in case of
a winding-up by the Court.
(2) Insert name of
company.

STATEMENT AS TO AFFAIRS OF (2) T. G. S. (LEICESTER) LIMITED

on the 4 MAY 1988
(3) ~~[the date of the administration order]~~
(4) ~~[the date of the winding-up order]~~ [the date directed by the Official Receiver]
(5) ~~[the date of the opinion formed by the liquidator under section 95 of the Insolvency Act 1986]~~
(6) [the date of the resolution for winding-up]

(3) Delete except
where an administration
order has been made.
(4) Delete except for
a winding-up by the court.
(5) Delete except where a
first creditors meeting
is to be held.
(6) Delete except for
creditors' voluntary
winding-up final meeting.

Affidavit

(This Affidavit must be sworn or affirmed before a Solicitor or Commissioner of Oaths (or an officer of the Court duly authorised to administer oaths) (7) when you have completed the rest of this form.)

(7) Applies only to an
administration order or
winding-up by the court.
(8) Insert full name
and occupation.

I, (8) PETER JOHN McLAREN TOONE COMPANY DIRECTOR AND PLASTICS
MANUFACTURER

(9) Insert full address

of (9) LODDINGTON GRANGE
LODDINGTON
LEICESTERSHIRE

make oath and say that the several pages exhibited hereto and marked are to the best of my knowledge and belief a full, true and complete statement as to the affairs of the above-named company as at 4 MAY 1988,

De
De
De
De
De

(3) ~~[the date of the administration order]~~
(4) ~~[the date of the winding-up order]~~ [the date directed by the Official Receiver]
(5) ~~[the date I formed the opinion that the company would be unable to pay its debts in full (together with interest) within the period stated in the directors' declaration of solvency made under section 89 of the Insolvency Act 1986]~~
(6) [the date of the resolution for winding-up]

and that the company carried on business as MANUFACTURERS OF POINT OF SALE
AND MERCHANDISING DISPLAYS.

Sworn at 3 WOODHALLS, LEICESTER

Date 4 MAY 1988 Signature(s)

P J M Toone

Before me

Attest

A Solicitor or Commissioner of Oaths

Before swearing the affidavit the Solicitor or Commissioner is particularly requested to make sure that the full name, address and description of the Deponent are stated, and to initial any crossings-out or other alterations in the printed form. A deficiency in the affidavit in any of the above respects will mean that it is refused by the court and will need to be resworn.

This is the exhibit marked B referred to in the affidavit of
Pater John McLaren Toone.

Sworn before me

A handwritten signature, possibly reading "J. McLaren", written in ink on a horizontal line.

this 4th day of May 1988

Exhibit

謝世

Signature W. J. R. K. Date 4/25/1

B Company Creditors

NOTE You must identify creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the company's possession.

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Air Express International	International House, Central Trading Estate, Staines, MIDSX	54.13			
Harrison Jeavons & Co	King Street, Whetstone, LEICESTER LE1 3LS	1,052.41			
Lestercast Ltd	16 Ireton Avenue, LEICESTER LE4 7EU	2,599.00			
Ashwater Forge & Foundry Ltd	34 Fore Street, Seaton, DEVON EX12 2AD	3,276.61			
A Hodges & Sons Ltd	2 Church Gate, LEICESTER, LE1 4AJ	688.85			
Nobel Depositors Ltd	Stamford Works, 37-39 Canal St South Wigston LEICESTER LE8 2PL	14.95			
Reinn Bhuidhe Holdings Ltd	Argyll Estates Office, Cherry Park, Inveraray ARGYLL, PA32 8XE	462.30			
B Houspool	19 Manor Road Ext, Oadby, LEICESTER LE2 4PG	21.00			
Normic Road Transport Ltd	Unit 12 Oaks Ind Est, Coventry Road, Naborough, LEICESTER	125.35			
Central Nin	38 London Road, Oadby, LEICESTER LE2 5QH	117.30			
Buyers Ltd	Reliance House, Whitehouse St Bedminster BRISTOL BS3 4AJ	1,967.14			
Kim Howard Ltd	Unit 3-4 Iliffe House, Oadby LEICESTER LE2 5LS	594.55			
Oadby Screen Prints Limited	Cobden House, Cobden Street, LEICESTER LE1 2LB	299.00			
Charnwood Embroidery Co Ltd	Linden House, 176-180 Masters Yd South Street, Dorking, SURREY	3,330.20			
Jaguar Collection Ltd	P O Box 120, Wembley, MIDDLESEX HA0 1XE	941.27			
Premium Pen Plc					

Signature

Date 14-5-88

J M Toohey

Exhibit B

B Company Creditors

NOTE You must identify creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the company's possession.

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Crestline Printers	7 Atlas Court, Hermitage Ind Est, Coalville LEICESTER LE6 3FL	451.95			
Kemps Publishing	The Kemps Group, Westbury House, 701-705 Warwick Road, Solihull WEST MIDLANDS B91 3DA	273.70			
Toone Manufacturers Ltd	46 Kenilworth Drive, Oadby, LEICESTER LE2 5RG	16.59			
Earl Shilton Serv.	1 Avenue North, Earl Shilton, LEICESTER	75.00			
Geo W King Ltd	P O Box 18, Stevenage, HERTS SG1 2AA	6,317.92			
Harris & Waley Ltd	17 Lothair Road, Aylestone Park, LEICESTER LE2 7QE	30.08			
kirkset Limited	c/o Alex Lawrie Factors Ltd, P O Box 100, OXFORDSHIRE OX16 7SG	793.21			
Staiger UK Ltd	Unit 9, Bentley Ind Estate Bentley, Farnham, SURREY	1,296.76			
EMC The Pen People	Derwent House, 1064 High Road Mortatone, LONDON N20 0OP	71.88			
Newby Castleman & Co	110 Regent Street, LEICESTER	1,300.00			

Signature

DAN COOKE

Date 4-3-88

No. of Company: 994454

EXTRAORDINARY RESOLUTION

Pursuant to section 84(1)(c) of the Insolvency Act 1986

IN THE MATTER of

T. G. S. (LEICESTER)

LIMITED

AND

IN THE MATTER of the Insolvency Act 1986

Passed 4 MAY 1988.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the offices of Pannell Kerr Forster, Horsefair House, 3 Horsefair Street, Leicester. LE1 5BA. on the 4th day of May 19 88 the following Extraordinary Resolution was duly passed:-

'That it has been proved to the satisfaction of the Company that this Company cannot by reason of its liabilities continue its business, and that it is desirable that the same should be wound up: and that the Company be wound up accordingly and that

BRIAN J. HAMBLIN

of PANNELL KERR FORSTER, HORSEFAIR HOUSE,
3 HORSEFAIR STREET, LEICESTER. LE1 5BA.

do and he is hereby appointed the Liquidator of the Company for the purposes of such winding up.'

(1)* Signature



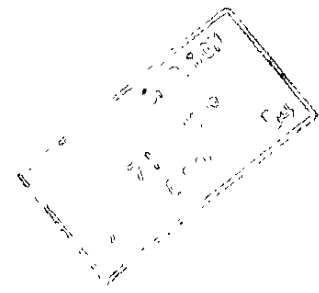
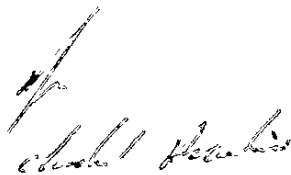
Name of signatory (in block capitals)

PETER J.M. TOONE

*For the Gazette the signature of this Notice must be attested in the space below by either a Solicitor of the Supreme Court, a member of any body of Accountants established in the United Kingdom and for the time being recognised by the Department of Trade for the purposes of section 389 (1) (a) of the Companies Act 1985, or a member of the Institute of Chartered Secretaries and Administrators, if the signatory is neither a Solicitor nor a member of any of the above bodies

Attested by

Description



Certificate Number

The Insolvency Act 1986, Bankruptcy (Scotland) Act 1985.

Pursuant to Rules 12 and 13 of the Insolvency Practitioners Regulations 1986.

Authorised Insolvency Practitioners Certificate of Specific Penalty

*To the Court/Accountant in Bankruptcy/Registrar of Companies

For Official Use

Court Reference No. (where appropriate)	Company No. 994454 ✓				
*Full name of Company or debtor	B. J. HAMBLIN, PANNELL KERR FORSTER				
Nature of appointment	PROBATEY, MANAGER OF A COMPANY				
Name of Surety/Cautioneer and address of issuing office	Royal Insurance (UK) Ltd 34-36 Lime Street London EC3M 7JE				
Bond Number/Renewal Date	RMMS10000	21/02/98			
Full name of Principal Office Holder and address	B. J. HAMBLIN, PANNELL KERR FORSTER HORSEFAIR HOUSE, 3 HORSEFAIR STREET LEICESTER LE1 5BA				
Authorising Body	The Institute of Chartered Accountants (England and Wales)				
<p>We (the Surety/Cautioneer) hereby certify that the amount of the *(increased) Specific Penalty in respect of the above-mentioned matter shall be in the sum</p> <p>of £ 5,000 *(additional) Premium Payable £ 40,000</p> <p>from 19/05/98 date of Certificate, to the earlier of the date of discharge or release, or the date of termination.</p> <p>Signed O. P. P. P. Date 19/05/98 for and on behalf of the Surety</p>					
Presenter's name, address and reference	<table border="1"> <tr> <td>Insolvency Section</td> <td>For Official Use</td> <td>Post Room</td> </tr> </table>		Insolvency Section	For Official Use	Post Room
Insolvency Section	For Official Use	Post Room			
<p>PANNELL KERR FORSTER CHARTERED ACCOUNTANTS Horsefair House 3 Horsefair Street LEICESTER LE1 5BA</p>					

NOTE: FILING INSTRUCTIONS ARE ON THE BACK OF THE

* Delete as appropriate

Company Number: 944454

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

TRAVEL AVERY LIMITED

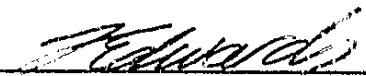
(Passed on the *16th* day of January 1989)



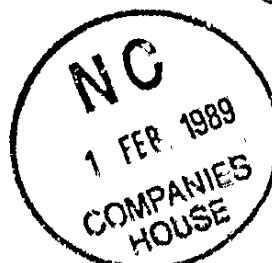
At an Extraordinary General Meeting of the Company duly convened and held at 735 Southchurch Road, Southend-on-Sea, Essex, on the *16th* day of January 1989 at *3.30* am/pm the following Special Resolution was duly passed:-

SPECIAL RESOLUTION

- (1) "THAT the Company change its name to
J L Travel Services Limited"


Chairman

Registered Office: 2 Royal Terrace, Southend-on-Sea, Essex



480 LL
466 55 2

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 944454

I hereby certify that

TRAVEL AVERY LIMITED

having by special resolution changed its name,

is now incorporated under the name of

J L TRAVEL SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 10 FEBRUARY 1989

M. Rose
M. ROSE

an authorised officer

No. of Company: 944454

5/9



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

pursuant to Section 28(1) of the Companies Act 1985

of

J L TRAVEL SERVICES LIMITED

Passed on 20th August 1990

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at 2 Royal Terrace, Southend on Sea, Essex, SS1 1EB on the 20th day of August 1990 the following Special Resolution was duly passed:

That the name of the Company be changed to

J & L MANAGEMENT SERVICES LIMITED

PRESENTED BY:

BRB Technical Services Limited
Princess Caroline House
1 High Street
SOUTHEND ON SEA
Essex SS1 1JE

A handwritten signature in cursive script, appearing to read "J Edwards".

CHAIRMAN

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 944454

I hereby certify that

J L TRAVEL SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

J & L MANAGEMENT SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 5 SEPTEMBER 1990

P. Davidson
P. Davidson (Mrs)