

FILE COPY



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

Company No. 2947397

The Registrar of Companies for England and Wales hereby certifies that
OFFICIALRATE LIMITED

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

Given at Companies House, Cardiff, the 11th July 1994

P. Bevan
P. BEVAN

For the Registrar of Companies



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

HC007B

G

COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

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

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

* Insert full
name of Company

† delete as
appropriate

To the Registrar of Companies
(Address overleaf)

For official use

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For official use

--

Name of company

* OFFICIAL RATE LIMITED

I, JAMES LOWE
of 1, SAVILLE CHAMBERS, NORTH STREET, NEWCASTLE
UPON TYNE, SIGNING ON BEHALF OF JL NOMINEE
TWO LIMITED

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 NEWCASTLE UPON TYNE

Declarant to sign below

the 4th day of July
One thousand nine hundred and Ninety Four
before me [Signature] Solicitor

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

[Signature]

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

JIM LOWE & COMPANY
1 SAVILLE CHAMBERS
NORTH STREET
NEWCASTLE UPON TYNE
NE1 8DF

For official Use

New Companies Section

Post room

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10

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

This form should be completed in black.

CN	For official use
Company name (in full) <u>OFFICIAL RATE LIMITED</u>	

Registered office of the company on
incorporation.

RO	
Post town	1 SAVILLE CHAMBERS NORTH STREET NEWCASTLE UPON TYNE
County/Region	NE1 8DF
Postcode	

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	JIM LOWE & COMPANY
RA	
Post town	1 SAVILLE CHAMBERS NORTH STREET NEWCASTLE UPON TYNE
County/Region	
Postcode	

Number of continuation sheets attached

☐

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

JIM LOWE & COMPANY	
1 SAVILLE CHAMBERS NORTH STREET NEWCASTLE UPON TYNE	
Postcode	
Telephone	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**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****JL NOMINEES TWO LIMITED****AD**

1 SAVILLE CHAMBERS
NORTH SIDE
NEWCASTLE UPON TYNE
NE1 8DF

Post town

County/Region

Postcode

Country

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

JL NOMINEES TWO LIMITED

Signed

Elaine Gibson

Date 4.7.94

CD**JL NOMINEES ONE LIMITED****AD**

1 SAVILLE CHAMBERS
NORTH SIDE
NEWCASTLE UPON TYNE
NE1 8DF

Post town

County/Region

Postcode

Country

DONationality **NA****OC****OD**

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

JL NOMINEES ONE LIMITED

Signed

Elaine Gibson

Date 4.7.94

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.

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

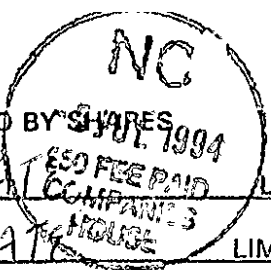
All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Elaine Gibson 4.7.94

Signature of agent on behalf of all subscribers **Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

MEMORANDUM OF ASSOCIATION OF

OFFICIAL RATE
OFFICIAL RATE



LIMITED

1. The Company's name is "OFFICIAL RATE LIMITED".

2. The Company's registered office is to be situated in England and Wales.

3. The objects of the Company are:-

2947397.

(a) To carry on business as a general commercial company.

(b) To carry out any activity and to effect any transaction whatsoever whether or not that activity or transaction is incidental or conducive to the carrying on of any trade or business by the Company.

(c) Without prejudice to the generality of paragraphs 3(a) and (b) or to the objects and powers of the Company derived from Section 3A of the Companies Act 1985 the Company has the following objects: -

(i) To purchase or by any other means acquire any interest in any property (real or personal) or rights whatsoever, and to dispose of, use, deal with mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, or exercise any of the rights of an owner of such property or interest in property.

(ii) To acquire any other company or business whatsoever or all or any of the assets or liabilities of any company or business or of the persons carrying on any business, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement with any company, business or person and control, manage, finance, subsidise, co-ordinate or otherwise assist any company, business or person, and to provide administrative, technical, commercial and other services and facilities of all kinds, and to make payments for and on behalf of any company business or person, and to enter any other arrangements which may seem desirable with respect to any business or operations of, or generally with respect to, any company, business or person or otherwise to assist any such company, business or person.

(iii) To invest and deal with the Company's money and other assets and property in any manner whatsoever.

(iv) To lend and advance money or give credit on any terms and for any purpose whatsoever and with or without security and to grant any mortgages, charges, securities and encumbrances over all or any of the Company's property, or any interest therein and to enter into guarantees, contracts of indemnity and suretyships of all kinds.

(v) To borrow and raise or secure the payment of money in such manner and upon such terms as the company may think fit and to enter with or without consideration into any guarantee, contract of indemnity or counter-indemnity or suretyship whether by personal covenant or otherwise to receive money on deposit or loan upon any terms and in particular but without limiting the generality of the foregoing to secure or guarantee in any manner and upon any terms 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, 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 Section 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 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, assets 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.

(vi) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(vii) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(viii) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(ix) To make gifts and donations and to support and subscribe to any charitable or public object or any institution, society, or club; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company,

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business or person whatsoever and to the spouses, former spouses, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain pensions and other funds or schemes for the benefit of any such persons.

(x) To give any such financial assistance as is mentioned in Sections 151 to 158 of the Companies Act 1985 (including any re-enactment or modification thereof), provided that the giving of such assistance is in accordance with those provisions.

(xi) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

None of the objects in any paragraph of this Clause shall be restrictively construed but each provision shall be given the widest possible interpretation, and none of the objects set out above shall be restricted to being exercised in a way which is incidental or conducive to the carrying on of any business by the Company, or shall in any way be limited or restricted by reference to or inference from any other object or objects or the name of the Company; and none of the objects in any paragraph of this Clause shall be deemed to be subsidiary or ancillary to any of the objects specified in any other paragraph, and the Company shall have as full a power to exercise each and every one of the objects as though each such paragraph contained the objects of a separate 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 shown opposite our respective names.

Names and addresses of subscribers	Number of shares taken by each
JL Nominees One Limited 1 Saville Chambers, North Street Newcastle upon Tyne, NE1 8DFD	<i>E. Gibson</i> One (Authorised signatory)
JL Nominees Two Limited 1 Saville Chambers, North Street Newcastle upon Tyne, NE1 8DF	<i>E. Gibson</i> One (Authorised signatory)
	Total: Two

Dated : 4-7-94
Witness to the above signatures:
Margaret Moran
1 Saville Chambers, North Street
Newcastle upon Tyne, NE1 8DF

M. Moran

THE COMPANIES ACTS 1985 to 1989 - PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF OFFICIAL RATE LIMITED

Interpretation

In these regulations -

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052)

Unless the context requires otherwise, words or expressions in these regulations have the same meaning as in Table A.

Preliminary

1. The regulations in Table A apply to the company except in so far as they are excluded or varied by these articles.

Allotment of shares

2. (a) Shares which are part of the authorised share capital with which the company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to paragraph (f) below) allot, grant options over or otherwise dispose of such shares, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the company is incorporated, and which the directors propose to issue, shall first be offered to the members in proportion (as nearly as they may be) to the number of shares in the company already held by them respectively, unless the general meeting directs otherwise by special resolution. The offer shall be made by notice in writing specifying the number of shares offered, and stating a period (of not less than fourteen days) within which the offer, if not accepted, will be deemed to have been declined. After the expiration of that period, those shares which have been declined, or which are deemed to have been declined, shall be offered to the members who have, within the stated period, accepted all the shares offered to them. Such further offer shall be made in like terms, in the same proportions and the same manner, and limited by a like period as the original offer.

(c) Any shares not accepted in response to such offer (or further offer) as is mentioned in paragraph (b), or which cannot be offered except by dividing shares into fractions, shall be under the control of the directors, who may allot, grant options over or otherwise dispose of them to such persons, on such terms and in such manner as they think fit, provided that they shall not be disposed of on terms which are more favourable than the terms on which they were offered to the members.

(d) Any shares released from the provisions of paragraph (b) by special resolution shall be under the control of the directors, who may (subject to section 80 of the Act and to paragraph (f) below) allot, grant options over or otherwise dispose of them to such persons, on such terms and in such manner as they think fit.

(e) In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act (which impose statutory rights of pre-emption) shall not apply to the company.

(f) The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the company to allot and grant rights to subscribe for, or convert securities into, shares of the company up to the amount of the authorised share capital with which the company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company within that period. The authority hereby given may at any time (subject to section 80) be renewed, revoked or varied by Ordinary Resolution of the company in general meeting.

Transfer of Shares

3. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Article 24 of Table A shall not apply to the company.

Lien on shares

4. The lien conferred by Article 8 of Table A shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the company (whether that person is the full registered holder of those shares or one of two or more joint holders) for all sums presently payable by him or his estate to the company.

Non-payment of calls

5. The liability of any member in default in respect of a call shall be increased by the addition at

the end of the first sentence of Article 18 of Table A of the words "and all expenses that may have been incurred by the company by reason of such non-payment".

Notices of General Meetings

6. Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act 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 directors and to the auditors of the company.

Quorum

7. (a) If a quorum is not present within half an hour from the time appointed for the start of a general meeting the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for its start, such adjourned general meeting shall be dissolved.

(b) Article 41 of Table A shall not apply to the company.

Number of Directors

8. (a) Article 64 of Table A shall not apply to the company.

(b) The maximum number and the minimum number of directors may be determined from time to time by Ordinary Resolution in general meeting of the company. Subject to and in default of any such determination, there shall be no maximum number of directors and the minimum number shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions vested in the directors generally, and Article 89 of Table A (which relates to the quorum at board meetings) is modified accordingly.

Appointment of Directors

9. (a) No person shall be appointed a director at any general meeting unless either:-

(i) he is recommended by the directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed 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 signed by that person of his willingness to be appointed.

(b) Subject to paragraph (a) above, the company may by Ordinary Resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

(c) 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 determined in accordance with Article 8 as the maximum number of directors and for the time being in force.

Retirement of Directors

10. The directors shall not be required to retire by rotation and Articles 73 to 80 (inclusive) of Table A shall not apply to the company.

Directors' Borrowing Powers

11. The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and, subject (in the case of any security convertible into shares) to section 80 of the Act, to grant any mortgage, charge or standard security over the company's undertaking, 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.

Alternate Directors

12. (a) An alternate director shall not be entitled as such to receive any remuneration from the company, except that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct, and the first sentence of Article 66 of Table A shall be modified accordingly.

(b) A director, or any such other person as is mentioned in Article 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

Gratuities and pensions

13. (a) The directors may exercise the powers of the company conferred by Clause 3 (c) (ix) of the Memorandum of Association of the company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Article 87 of Table A shall not apply to the company.

Directors Interests in Transactions

14. (a) At any meeting of the directors (or of any Committee of the directors) a director may vote on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest. If he does vote on any such resolution, his vote shall be counted. Such a director shall be counted as part of the quorum present at the meeting (and in relation to such a resolution) whether or not the director votes on the resolution.

(b) Articles 94 to 97 (inclusive) of Table A shall not apply to the company.

Company Seal

15. (a) If the company has a seal it shall be used only with the authority of the directors or of a Committee of 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 second director. The obligation under Article 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal. Article 101 of Table A shall not apply to the company.

(b) The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and those powers shall be vested in the directors.

Indemnity

16. (a) Every director, or other officer or Auditor of the company shall be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court; and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his office or in relation thereto. But this Article shall have effect only in so far as its provisions are not avoided by section 310 of the Act.

(b) The directors may purchase and maintain for any director, officer or auditor of the company, insurance against any such liability as is referred to in section 310(1) of the Act.

(c) Article 118 of Table A shall not apply to the company.

Names and addresses of subscribers

JL Nominees One Limited
1 Saville Chambers, North Street
Newcastle upon Tyne, NE1 8DF

E. Gibson
(Authorised signatory)

JL Nominees Two Limited
1 Saville Chambers, North Street
Newcastle upon Tyne, NE1 8DF

E. Gibson
(Authorised signatory)

Dated 4.7.94
Witness to the above signatures:

Margaret Moran
1 Saville Chambers, North Street
Newcastle upon Tyne, NE1 8DF

M. Moran

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2947397

The Registrar of Companies for England and Wales hereby certifies that
OFFICIALRATE LIMITED

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

Given at Companies House, Cardiff, the 21st July 1994



C02947397H

A. B. Evans
EVANS

For the Registrar of Companies



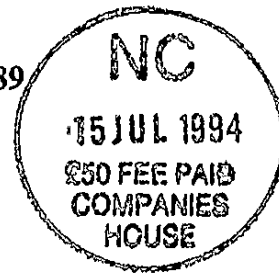
C O M P A N I E S H O U S E

HC006B

THE COMPANIES ACTS 1985 TO 1989

OFFICIAL RATE LIMITED

(Company Number 2947397)



SPECIAL RESOLUTION

We the undersigned, JL Nominees One Limited and JL Nominees Two Limited, being all the members for the time being of the above-named company, hereby pass the following resolution as a special resolution and agree that this resolution shall, in accordance with Article 53 of Table A (which is incorporated in the articles of association of the company), be for all purposes as valid and effective as if the same had been passed at a general meeting of the company duly convened and held:

IT IS RESOLVED:

That the name of the company be changed to
LATE ESCAPES LIMITED.

Dated 14th July 1994

Elaine Gibson
.....
(Authorised signatory of JL Nominees One Limited)

Elaine Gibson
.....
(Authorised signatory of JL Nominees Two Limited)

JIM LOWE & COMPANY
1 SAVILLE CHAMBERS
NORTH STREET
NEWCASTLE UPON TYNE
NE1 8DF
Tel: 091 261 5545



COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2947397

Name of company

* OFFICIALRATE LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 18th July 1994 the nominal capital of the company has been increased by £ £29,900 beyond the registered capital of £ 100.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

The authorised share capital of the company has been increased by the creation of 29,900 Ordinary Shares of £1.00 each ranking pari passu with the existing ordinary shares of £1.00 each.

Please tick here if
continued overleaf

☐

AUTHORISED SIGNATORY

Signed

John A. J. J.

OF W.B. COMPANY DIRECTORS LIMITED

Designations

Date

12/7/94

§Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

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

WATSON BURTON
20 COLLINGWOOD STREET
NEWCASTLE UPON TYNE
NE99 1YQ
REF: AJL/AJF/221

For official use

General section

Post room



ALXW933P

A29 RECEIPT DATE: 20/07/94



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition
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5017157

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

We certify that this is a true
copy of the original document

ORDINARY RESOLUTIONS

of

OFFICIALRATE LIMITED

("The Company")

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at
20 Collingwood Street Newcastle upon Tyne NE99 1YQ on 18th July 1994 the
following Ordinary Resolutions were duly passed:-

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased beyond the
existing £100 to £30,000.
2. That the new authorised share capital be divided into ordinary shares of
£1.00 each.



ALXW8330

A29 RECEIPT DATE:20/07/94

3. That the directors be authorised to issue £29,900 ordinary shares of £1.00 each during the five year period beginning with the date of passing of this resolution.

Alan Hall
.....

Chairman

AUTHORISED SIGNATORY
OF W.B. COMPANY DIRECTORS LIMITED

JJS382LAS

G

COMPANIES FORM No. 224

224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2947397

Name of company

* OFFICIALRATE LIMITED

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day	Month
3	1 0 3

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed Arthur Hall OF W.D. COMMERCIAL DIRECTORS LIMITED Date 18.7.94
Designation AUTHORISED SIGNATORY

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

WATSON BURTON
20 COLLINGWOOD STREET
NEWCASTLE UPON TYNE
NE99 1YQ
REF: ALL/AJF/221

For official use
D.E.B.

Post room



ALXW533L

RECEIPT DATE: 20/07/94

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

ORDINARY RESOLUTIONS

and

SPECIAL RESOLUTIONS

of

LATE ESCAPES LIMITED

("The Company")

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 1 Peel Court, St Cuthberts Way, Darlington, County Durham, DL1 1GB on 22nd July 1994 the following Ordinary Resolutions and Special Resolutions were duly passed:-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased beyond the existing £30,000 to £1,030,000 by the creation of 1,000,000 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares in the Company.



*ANU003A *

RECEIPT DATE: 27/07/94

2. THAT the directors or the sole director be authorised to issue 1,000,000 ordinary shares of £1.00 each during the five year period beginning with the date of passing of this resolution.

SPECIAL RESOLUTIONS

3. THAT the terms of the agreement for the acquisition of the business of J F M McLean trading as Late Escapes and Tradewinds ("the Business") to be entered into between J F M McLean and the Company upon the terms of the agreement submitted to the meeting and initialled by the Chairman for the purpose of identification ("the Agreement") be and is hereby approved and that the acquisition of the Business was in the best interests of the Company.

4. THAT Mr McLean be and is hereby authorised to execute for and on behalf of the Company the Agreement and any and all documents ancillary or incidental thereto and that Mr McLean and the Company Secretary be and they are hereby authorised to affix the Common Seal of the Company in their presence to any document ancillary or incidental to the Agreement which requires execution under seal.

5. THAT for the purposes of section 320 of the Companies Act 1985 the Company be and is hereby authorised to acquire forthwith from J F M McLean, who being a director of the Company shall nevertheless be entitled to vote on this resolution, the business and assets of Late Escapes and Tradewinds upon the terms of the Agreement.

.....
CHAIRMAN

JJS382LAS

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2947397

Name of company

* LATE ESCAPES LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22nd July 1994 the nominal capital of the company has been
increased by £ 1,000,000.00 beyond the registered capital of £ 30,000.00.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

The existing share capital of the Company is increased by the creation
of 1,000,000 Ordinary Shares of £1.00 each ranking pari passu in all
respects with the existing Ordinary Share capital.

Please tick here if
continued overleaf

☐

†Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed



Designation

Company Secretary

Date

20/7/94

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

WATSON BURTON
20 COLLINGWOOD STREET
NEWCASTLE UPON TYNE
NE99 1YQ

REF: JJS/223

For official use

General section

Post room



ANUCQ3A/

A21 RECEIPT DATE: 27/07/94



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition
467 GM
6017167

02947397

1 October 1994.

The Director
Late Escapes Limited
1 Peel Court
St Cuthberts Way
Darlington
Co Durham
DL1 1GB



Dear Sir

We give notice that we resign as auditors of Late escapes Ltd with effect from 1 October 1994.

There are no circumstances as described in section 394 of The Companies Act 1985 connected with our resignation which we consider should be brought to the notice of the members or creditors of Late Escapes Ltd.

Yours faithfully

Graham & Waites



Company No. 2947397

THE COMPANIES ACTS 1985 AND 1989

PRIVATE
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
LATE ESCAPES LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Dennis House, Marsden Street, Manchester M2 1JD on 1st October 1994 the following resolution was duly passed as a Special Resolution:

Special Resolution

That the new Articles of Association in the form of the draft produced to the Meeting and initialled by the Chairman of the Meeting for identification purposes, be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of all the existing Articles of Association of the Company.

.....
Chairman



THE COMPANIES ACTS 1985 AND 1989

PRIVATE
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
LATE ESCAPES LIMITED

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.
2.
 - (1) Save as permitted by Section 80 of the Act, no relevant securities shall be allotted or offered or agreed to be allotted except by authority of the Company in General Meeting in accordance with the said Section 80.
 - (2) By virtue of Section 91 of the Act the provisions of sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to the Company.
3. The lien conferred by Regulation 8 shall also attach to fully paid shares and the Company shall have a first and paramount lien on every share (whether or not fully paid) registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company; and Regulation 8 shall be modified accordingly.

4. 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. Regulation 24 shall not apply to the Company.
5. The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice shall have been complied with. Regulation 31 shall be modified accordingly.
6. If within half an hour from the time appointed for a general meeting, a quorum is not present or, if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.
7. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
8. The directors shall not be subject to retirement by rotation and accordingly:-
 - (1) Regulation 73 to 77 inclusive, the last two sentences of Regulation 79, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company; and

- (2) Regulation 78 shall apply but with the deletion of the words "subject as aforesaid" and of the words "and may also determine the rotation in which any additional directors are to retire".
9. An alternate director who is himself a director and/or who acts as an alternate director for more than one director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly.
10. A director who declares his interest therein in manner provided by the Act and these Articles 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 counted in the quorum when any such contract or arrangement is under consideration. Regulations 94 to 96 inclusive shall not apply to the Company.
11. No person shall be incapable of being appointed or re-appointed a Director of the company by reason only of the fact that at the time of his appointment or re-appointment he had attained the age of 70 years and no Director of the Company shall be required to vacate office by reason of his having attained that age.

Those Directors of the Company for the time being who are also Directors of Airtours plc are hereinafter referred to as "Airtours Directors" which expression shall also include any other Director of the Company with regard to whom there shall for the time being be in force and unrevoked a written notice from Airtours plc to the Company to the effect that he shall be regarded as an Airtours Director for the purpose of these Articles.

12. (1) A Director shall not require a shareholding qualification but nevertheless shall be entitled to attend and speak at any General

Meetings of or at any Separate Meetings of the holders of any class of shares in the Company.

- (2) The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of the business of the Directors at a Meeting of Directors or of a Meeting of a Committee of Directors shall be two Directors of whom at least one shall be an Airtours Director. Upon any question put at a Meeting of Directors or at a Meeting of a Committee of Directors, the Airtours Directors or such one or more of them as shall be present shall (together if more than one) have one more vote than all the remaining voting Directors together.
- (3) An Airtours Director may, and on his request the Secretary shall, at any time summon a Meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
- (4) The Directors may elect one of the Airtours Directors to be Chairman of their Meetings, but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number (being an Airtours Director) to be Chairman of the Meeting.
- (5) The Board of Directors may provide for the management of the affairs of the Company in any manner they think fit, and in particular they may from time to time appoint any members or member of their own body, or any other persons or person to act as a Committee of Management, or as advisers or an adviser, or in any other capacity, for such period and on such terms as to remuneration and otherwise

as they may think fit, and may confer upon any persons or person so appointed all or any of the powers vested (whether expressly or in general terms) in the Board.

13. A member or members holding a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person 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 or such later date as may be specified in the instrument.
14. A meeting of the Board of Directors may, subject to notice thereof having been given to all Directors, be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or audio visual communications media with another Director or other Directors and all of the said Directors agree to treat the meeting as so held, provided always that the number of the said Directors participating in such communication constitutes a quorum of the Board. A Resolution made by a majority of the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

ORDINARY RESOLUTIONS

and

SPECIAL RESOLUTIONS

of

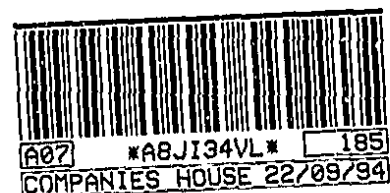
LATE ESCAPES LIMITED

("The Company")

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 1 Peel Court, St Cuthberts Way, Darlington, County Durham, DL1 1GB on 22nd July 1994 the following Ordinary Resolutions and Special Resolutions were duly passed:-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased beyond the existing £30,000 to £1,030,000 by the creation of 1,000,000 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares in the Company.



2. THAT the directors or the sole director be authorised to issue 1,000,000 ordinary shares of £1.00 each during the five year period beginning with the date of passing of this resolution.

SPECIAL RESOLUTIONS

3. THAT the terms of the agreement for the acquisition of the business of J F M McLean trading as Late Escapes and Tradewinds ("the Business") to be entered into between J F M McLean and the Company upon the terms of the agreement submitted to the meeting and initialled by the Chairman for the purpose of identification ("the Agreement") be and is hereby approved and that the acquisition of the Business was in the best interests of the Company.

4. THAT Mr McLean be and is hereby authorised to execute for and on behalf of the Company the Agreement and any and all documents ancillary or incidental thereto and that Mr McLean and the Company Secretary be and they are hereby authorised to affix the Common Seal of the Company in their presence to any document ancillary or incidental to the Agreement which requires execution under seal.

5. THAT for the purposes of section 320 of the Companies Act 1985 the Company be and is hereby authorised to acquire forthwith from J F M McLean, who being a director of the Company shall nevertheless be entitled to vote on this resolution, the business and assets of Late Escapes and Tradewinds upon the terms of the Agreement.

.....
CHAIRMAN

JJS382LAS



CHA 116

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

2947397

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

Name of company

Late Escapes Limited

* Insert full name of company

Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 0 0 9

3. The current accounting reference period of the company is to be treated as ~~(shortened)~~ [extended] † and ~~(is to be treated as having come to an end)~~ [will come to an end] † on

Day Month Year

3 0 0 9 1 9 9 5

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~parent~~ † undertaking of Going Places Leisure Travel Limited

, company number 102630

the accounting reference date of which is 30th September

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on

and it is still in force.

6. Signed *[Signature]* Designation † Secretary

Date 24-11-94

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

Mr D C Burns
Airtours plc
Wavell House
Holcombe Road
Helmshore
Rossendale
Lancs., BB4 4NB.

For official use
D.E.B

Post room

