

FILE COPY



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

Company No. 2986234

The Registrar of Companies for England and Wales hereby certifies that
NEVRUS (622) 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 2nd November 1994



N02986234L


MRS. L. P. TY

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 letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use

Name of company

* Nevrus (622) Limited

* Insert full
name of Company

I, David Victor Gibbons

of "Briarfields", Plough Corner, Little Clacton, Essex CO16 9LU

* delete as
appropriate

do solemnly and sincerely declare that I am a ~~(solely engaged in the business 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 13 Helywell Row
London
EC2

Declarant to sign below

the 25th day of October
One thousand nine hundred and ninety four
before me [Signature]

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

D. A. MARTIN & CO.
SOLICITORS
13 Helywell Row, London EC2A 4JB
Tel : 377 5995
Fax : 247 6100

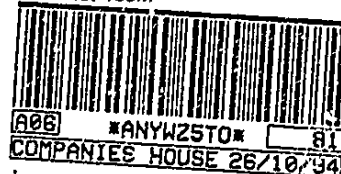
Presentor's name address and
reference (if any):

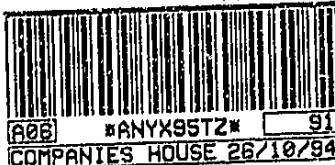
Neville Russell
246 Bishopsgate
London EC2M 4PB

REF: DVG

For official Use
New Companies Section

Post room





COMPANIES HOUSE

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

Nevrus (622) Limited

Registered office of the company on
incorporation.

RO

246 Bishopsgate

Post town London

County/Region

Postcode EC2M 4PB

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☒ X

Name Neville Russell

RA

246 Bishopsgate

Post town London

County/Region

Postcode EC2M 4PB

Number of continuation sheets attached

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

D V Gibbons

Neville Russell

246 Bishopsgate

London

Postcode EC2M 4PB

Telephone 071 377 1000

Extension 3217

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**

Mr

Stuart Peter

Law

AD

3 Oakwood Court

Gordon Road

Post town Chingford

County/Region London

Postcode E4 6BX

Country England

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

Signed

Date

25/10/94

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****CD**

Mr

David Victor

Gibbons

AD

"Briarfields"

Plough Corner

Post town Little Clacton

County/Region Essex

Postcode CO16 9LU

Country England

DO

0 2 0 7 4 5

Nationality **NA** British**OC**

Chartered Secretary

OD

See attached list

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

Signed

Date

25/10/94

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

CD

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

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

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

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

DAVID VICTOR GIBBONS

Current Directorships

Financial Tectonics Limited

Hylobates

Nexia Limited

Rhone Limited

Weymouth Street Nominees Limited

Past Directorships

Athanor Limited

Benfield Reinsurance Company Limited

Dubesco UK Limited (formerly Sweet Tooth Limited)

The Marine Club Limited

Neville Russell Challenge

Neville Russell Recovery Services Limited

Neville Russell Trustee Company Limited

1000
(EJ0852)
(20/10/94)

2986234

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

- of -

Nevrus (622) Limited

- 1 The name of the Company is Nevrus (622) Limited.
- 2 The Registered Office of the Company will be situate in England.
- 3 The Object for which the Company is established is to carry on business as a general commercial company.
- 4 The liability of the Members is limited.
- 5 The share capital of the Company is £1,000 divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

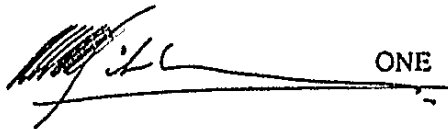
605535

I, whose name and address is subscribed, am desirous of forming a Company in pursuance of this Memorandum of Association and I agree to take the number of Shares in the capital of the Company set opposite my name.

NAME AND ADDRESS OF SUBSCRIBER

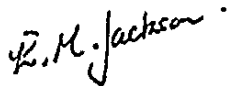
Number of Shares
taken by the
Subscriber

David Victor Gibbons
246 Bishopsgate
London EC2M 4PB

 ONE

DATED this 25th day of October 1994

WITNESS to the above signature:-



Eileen Mary Jackson
246 Bishopsgate
London EC2M 4PB

Administrative Assistant

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

Nevrus (622) Limited

PRELIMINARY

- 1 (A) In these Articles "Table A" means Table A in The Companies (Tables A to F) Regulations 1985, as amended.
- (B) The Regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified hereby. The Clauses in Table A numbered 64, and 73 to 76 inclusive shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Table A the following shall be the Articles of Association of the Company.

SHARES

- 2 The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.
- 3 (A) All relevant securities (within the meaning of section 80(2) of the Act) for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Director), and on such terms and conditions and at such time or times as the Directors may think fit and with full power for the Directors to give to any person (including any Director) the call of any shares either at par or at a premium and for such times and for such consideration (subject to Section 100 of the Act) as the Directors may think fit.
- (B) The authority conferred on the directors by paragraph (A) of this Article shall expire on the 5th anniversary of incorporation but may be renewed varied or extended by the Company in General Meeting from time to time.
- (C) Section 89 of the Act shall not apply to any allotment or proposed allotment by the Company of equity securities as defined by Section 94 of the Act.

SHARE CERTIFICATES

- 4 Share certificates need not be executed under Seal, and Clause 6 of Table A shall be modified accordingly.

LIEN

- 5 The lien conferred by Clause 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

- 6 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 and Clause 24 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 7 In the event of the Company having one Member, one Member present in person or by proxy shall be a quorum and Clause 40 of Table A shall be modified accordingly.
- 8 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, fixing the remuneration of the Directors and the appointment of, and the fixing of the remuneration of, the Auditors.
- 9 It shall not be necessary to give any notice of an adjourned meeting and Clause 45 of Table A shall be construed accordingly.
- 10 A poll may be demanded by any Member present in person or by proxy and Clause 46 of Table A shall be modified accordingly.

DIRECTORS

- 11 Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be more than ten. In the event of the minimum number of directors being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the directors generally and Clause 89 of Table A shall be modified accordingly.
- 12 If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

- 13 The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and, subject to section 80 of the Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.
- 14 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 does 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 Clauses 94 and 95 of Table A shall be modified accordingly.
- 15 Paragraph (c) of Clause 81 of Table A shall be modified by deleting the words in that paragraph and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".
- 16 A Director shall not retire by rotation and Clauses 77, 78 and 80 of Table A shall be modified accordingly.
- 17 A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last two sentences of Clause 79 of Table A shall be deleted.
- 18 Without prejudice to the provisions of Section 303 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Resolution appoint another person in place of the Director so removed.

NAME AND ADDRESS OF SUBSCRIBER

David Victor Gibbons
246 Bishopsgate
London EC2M 4PB



DATED this 25th day of October 1994

WITNESS to the above Signature:-



Eileen Mary Jackson
246 Bishopsgate
London EC2M 4PB

Administrative Assistant

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2986234

The Registrar of Companies for England and Wales hereby certifies that
NEVRUS (622) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
HARDSCAPE PRODUCTS LIMITED

Given at Companies House, Cardiff, the 9th January 1995



C02986234A

[Handwritten signature]
Registrar

For the Registrar of Companies



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

HC006B

The Companies Act 1985
Company Limited by Shares



of

NEVRUS (622) LIMITED

RESOLUTION

HARDSCAPE PRODUCTS LIMITED

Director

G**Notice of increase
in nominal capital****123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

☐

2986234

Name of company

Nevrus (622) Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company
 dated 22/12/1994 the nominal capital of the company has been
 increased by £ 19000.00 beyond the registered capital of £ 1000.00
 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 follow:

Please tick here if
continued overleaf☐

Signed



Designation

Director

Date 22.12.94

Presenter's name address and
 reference (if any):
 Neville Russell
 246 Bishopsgate
 London EC2M 4PB
 Ref: DVG

For official Use

General Section

Post room

BLUEPRINT
 CH APP



No. 2986234

The Companies Act 1985
Company Limited by Shares

WRITTEN RESOLUTION


of

NEVRUS (622) LIMITED

By a written resolution signed by the sole member of the Company, the following resolution was duly agreed on 22 December 1994.

RESOLUTION

THAT the authorised Share Capital of the Company be increased to £20,000 by the creation of 19,000 additional shares of £1 each which shall be at the disposal of the directors who may allot or otherwise dispose of them or grant options over them to such persons (including any director) at such times and generally on such terms and conditions (subject to Section 100, Companies Act 1985) as they think proper AND THAT the authority conferred on the directors by this Resolution shall expire on the 5th anniversary of the passing of this Resolution but may be renewed, varied or extended by the Company in General Meeting from time to time.



Director

