# FILE COPY



# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 3012636

The Registrar of Companies for England and Wales hereby certifies that BARBICAN ROOMS 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 23rd January 1995

\*N030126368\*

MRS. L. PARRIE

For the Registrar of Companies



Companies L Juse Approval No. CHA113

COMPANIES FORM No. 12

BALLARD HOUSE WEST HOE ROAD PLYMOUTH PL1 3AE

CAL

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



Please do not write in this margin Pursuant to section 12(3) of the Companies Act 1985

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Picase complete legibly, preferably to black type, or	To the Registrar of Companies (Address overleaf)	For official use	For official use		
bold block lettering	Name of company		<del></del>		
insert full name of company	*BARBICAN ROOMS LIMITE	<u>D</u>	<del></del>		
• •					
	I, I, SHARON ROBINSON				
	of BALLARD HOUSE				
	WEST HOE ROAD_				
	PLYMOUTH				
† delete as appropriate	do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]				
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	modern successful 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 con		~		
	provisions of the Statutory Declarations		oo Hac and by virtue of the		
	Declared at 7 Inches Co	t-	to sign below		
	1 homonth		bason		
	Deran				
	the 16th day of January				
	One thousand nine hundred and analy have				
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	A Commissioner for Oaths or Notary Public or Justice of				
	the Peace or Solicitor having the powers conferred on a				
	Commissioner for Oaths.				
	Presentor's name address and reference (if any):	For official Use New Companies Section	Post room		
	BOND PEARCE				

XIOS Systems (0753) 680768

COMPANIES HOUSE 17/01/95

# Companies House Approval No. CHA113



# 10

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

This form should be completed in black

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	CN		For o	official use	
Company name (in full)	BARBICAN RO	OMS LIMITED			
Registered office of the company on incorporation.	RO BALLARD	HOUSE			
	WEST HOE R	OAD	·		
	Post Town	PLYMOUTH			
• •	County/Region	DEVON			
	Postcode	PL1 3AE			
If the memorandum is delivered by an agent for the subscribers of the memoraratum mark 'X' in the box					
opposite and give the agent's name and address.	Name		·		
	RA				
7	Post Town				
	County/Region				
	Postcode				
Number of continuation sheets attached					
To whom should Companies House direct any enquiries about the	BOND PEARCE				
information shown in this form?	BALLARD HOU	SE, WEST HOE ROAD			
	PLYMOUTH		Postcode	PL1 3AE	
	Telephone 075	2 266633	Extension	REF: CAL	

Directors (continued)		
(See notes 1 - 5) Name Section (TVA)		0
Name *Style/Title	CD	<u>I</u>
Forenames		
Surname		
*Honours etc		
Previous forenames		
Previous surname		
Address	AD	Ï
Usual residential address must be given. in the case of a corporation, give the registered or principal office address.	Post Town	
	County/Region	
	Postcode Country	
Date of birth	DO Nationality NA	[
Business occupation	oc	- 
Other directorships	ОВ	_
*Voluntary details		- 
Consent signature	I consent to act as director of the company named on page 1	_
•	Signed Date	
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is signed by the subscribers.	n filg motor of sugards and such all follows as a sugard such as a sugard sugar	
Delete if the form	Signed Date 16/1/95	_
is signed by an agent on behalf of all the subscribers.	Bondlay Nomings, Limited Signed Date	
All the subscribers	Signed Date	
must sign either personally or by a person or persons	Signed Date	
authorised to sign for them.	Signed Date	
	Signed Date	

No. . 3012636.



#### THE COMPANIES ACT 1985

# COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

#### MEMORANDUM OF ASSOCIATION

OF

# BARBICAN ROOMS/LIMITED

- 1 The name of the Company is "BARBICAN ROOMS LIMITED"
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are:
  - (a) (i) To carry on business as a general commercial company.
    - (ii) To promote, fund and generally support and assist any person, company or organisation the objects of which are the preservation of or the increase in public awareness of any artistic work or body of works of the artist Robert Lenkiewicz or any collection of books or artistic works.

- (b) To issue appeals, hold public meetings, lectures, exhibitions and entertainments and take all such other steps as may be necessary for the purpose of promoting and publicising the objects of the Company or procuring contributions to its funds in the form of donations, subscriptions covenants and otherwise.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage, any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, and any heritable and moveable real and personal property of any kind.
- (d) To purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trade marks, and service marks (whether registered or not), copyright, design right or any similar property rights including those subsisting in inventions, designs, drawings, performances, semi-conductor topographies, confidential programs, computer information, business names, goodwill and the style of presentation of goods or services and applications for protection thereof, which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, receive or grant licences in respect of or otherwise turn to account any of the same, for any purpose whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to effectuate these objects.
- (e) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to enter into partnerships or into any arrangements for sharing profits, union of interests, co- operation, reciprocal concessions, or otherwise, with any person or company for the purpose of carrying on business within any of the objects of the Company.

- (f) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to advance the Company's interests.
- (g) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, body or company carrying on any business which this Company is authorised to carry on, or possessed of property, assets or rights suitable for any of the objects of the Company.
- (h) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property, assets or rights of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell or deal with the property, assets, business, rights or undertaking of the Company, or any part thereof, and on such terms and for such consideration as the Company may think fit, and including for cash or shares, debentures or securities of any other company.
- (i) To build, construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plants, machinery, tools, equipment or otherwise as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell, lease or otherwise acquire and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (j) To manage and conduct the affairs of any companies, firms, bodies and persons carrying on business of any kind whatsoever, and in any part of the world.

- (k) To enter into, carry on and participate in financial transactions and dealings and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions, dealings and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (l) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, shares or other securities perpetual or otherwise, and, if the Company thinks fit, charged on all or any of the Company's property (both present and future) and undertaking, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- (m) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage, and whether by personal covenant or by mortgage or charging all or part of the undertaking, property, assets and rights present and future of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations or the payment of any moneys whatsoever by any person, firm or company whatsoever, including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business.
- (n) To grant indemnities of every description and to undertake obligations of every description.

- (o) To make, draw, accept, exchange, endorse, negotiate, execute and issue promissory notes, bills of exchange or other negotiable instruments or payment orders and to receive money on deposit or loan.
- (p) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company.
- (q) To pay for any property or rights acquired by the Company in such manner as the Company may think fit, including payment either in cash or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (r) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in such manner as the Company may think fit, including payment either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (s) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of securities of the Company or otherwise.
- (t) To make loans or donations, either of cash or of other assets whatsoever to or enter into any arrangement whatsoever for the benefit of such persons and in such cases as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.

- (u) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company.
- (v) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person, firm, government or other authority or issuer (including any subsidiary of the Company) and to invest, deal with or lend any of the moneys of the Company in such manner, with or without security and on such terms as the Company may think fit.
- (w) To amalgamate with any other company either whose objects are or include objects similar to those of the Company or which is possessed of property, assets or rights suitable for any of the purposes of the Company, and on any terms whatsoever.
- (x) To obtain or support any provisional or other regulation, bye- law, order or Act of Parliament of the United Kingdom or in any other State or jurisdiction for enabling the Company to carry any of its objects into effect, or for effecting any modifications to the Company's constitution, or for any other purpose which may seem expedient, and to oppose or make representations in connection with any proceeding, proposal or application which may seem calculated, directly or indirectly, to prejudice the Company's interests or the interests of any other person or company.
- (y) To appoint any person or persons, firm or firms, company or companies to be the agent or agents of the Company and to act as agents, managers, secretaries, contractors or in a similar capacity.
- (z) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the

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Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.

- (aa) To purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Company or any other company which is a subsidiary or subsidiary undertaking of the Company or in which the Company has any interest, whether direct or indirect, or who are or were at any time trustees of any pension fund in which any employee of the Company or of any other such company or subsidiary undertaking are or have been interested indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against.
- (ab) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (ac) To do all or any of the above things in any part of the world and either as principals, agents, attorneys, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (ad) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.
- It is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified

in each sub-clause of this clause, shall, except when otherwise expressed therein, be in nowise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub-clause.

- 5 The liability of the members is limited.
- Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.
- If on the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall in the case of any gift or donation not wholly utilised be returned to the giver or donor and in the case of any other property be given to such charitable body as may be determined by the members of the Company at or before the time of the winding up or dissolution.

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We, the persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of

# NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Bondlaw Nominees Limited
Darwin House
Southernhay Gardens
EXETER
Devon EX1 1LA

For and on behalf of Bondlaw Nominees Limited

DATED this 16th January 1995

WITNESS to the above signatures:

lavie South
Trainee Solicitor
Ballard Heese
West-Hoe Road
Plymouth
Ph. 3AE.

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COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BARBICAN ROOMS LIMITED

### 1 Preliminary

#### 1.1 In these Articles:

"the Act" means the Companies Act 1985 (as amended).

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A.

"the Statutes" means the Act and any statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

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1.2 Regulations 2 to 35 inclusive, 54, 55, 57, 59, 73 to 78 inclusive, 87, 102 to 108 inclusive, 110, 114, 116, 117 and 118 inclusive, shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

# 2 Interpretation

2.1 In regulation 1 the definition of "the holder" shall be omitted.

# 3 Members

- 3.1 The number of members with which the Company proposes to be registered is [1, but the Directors may register an increase of members.
- 3.2 The subscriber to the Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles shall be the members of the Company.
- 3.3 Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Directors require executed by him.
- 3.4 Any application for membership of the Company shall be referred to the general meeting of the Company next held after the receipt of such application. That meeting shall determine by a simple majority of those present and voting whether the applicant is to be admitted or rejected. The Directors shall notify in writing any applicant who is rejected but shall not be bound to give any reason therefor.
- 3.5 A member shall cease to be a member of the Company:

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- (a) on his giving at least 7 clear days' notice in writing to the Company; and
- (b) on a resolution being passed by the Directors that the membership of the member be terminated, provided that the member shall be entitled to receive due notice of the meeting of the Directors at which the resolution to terminate his membership is to be proposed and to attend and be heard by the Directors before the decision is taken;
- (c) in the case of an individual, on his dying, suffering from mental disorder in circumstances envisaged by regulation 81(c) or becoming bankrupt or entering into a composition with his creditors generally;
- (d) in the case of a corporation, on a petition being presented or a meeting convened for the purpose of winding it up or on its entering into a composition with its creditors or having a receiver appointed over all or a substantial part of its assets.
- 3.6 Membership shall not be transferable.

# 4 Notice of general meetings

- 4.1 The words "seven weeks" shall be substituted for the words "eight weeks" in regulation 37.
- An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting, other than one called for the passing of an elective resolution, may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in numbers of the members having a right to attend and vote, being a majority together holding not less than 95 per cent. of the total voting rights at the meeting of all the members or such lesser percentage, not being less than 90 per cent., as may be specified in or pursuant to any elective resolution passed by the Company.
- 4.3 The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.
- 4.4 The notice shall be given to all the members and to the Directors and the auditors.

# 5 Proceedings at general meetings

- 5.1 Regulation 40 shall be modified by the insertion at the end of that regulation of the following proviso: ", provided that if the company has only a single member, the quorum shall be one such person."
- 5.2 Regulation 41 shall be modified by the insertion at the end of that regulation of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.".
- 5.3 The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44.

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- 5.4 Paragraph (d) of regulation 46 shall be omitted.
- 5.5 A resolution in writing executed in accordance with regulation 53 shall be deemed to be duly executed (in the case of a corporation) by a director or the secretary thereof. In the case of joint members, the signature of any one of such joint member shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing and of the signatures to it, to be entered in a book in the same way as minutes of a general meeting of the Company and to be signed by a Director or the secretary of the Company.

# 6 Votes of members

- On a show of hands or a poll every member present in person or by proxy shall have one vote.
- No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

# 7 Directors

- 7.1 Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall not be less than 1
- 7.2 The first Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 10 of the Act.
- 7.3 A Director shall not be required to be a member of the Company.

# 8 Directors' expenses

8.1 The words "or any class of shares or" shall be omitted from regulation 83.

# 9 Powers of Directors

9.1 The Directors may exercise all the powers of the Company contained in clause 3 of the Memorandum of Association of the Company.

### 10 Alternate Directors

- 10.1 Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company.
- 10.2 If his appointor is for the time being absent from the United Kingdom or is otherwise not available, the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed; and regulation 101 shall be modified accordingly.
- 10.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company direct.

### 11 Appointment, removal and disqualification of Directors

11.1 Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the total voting rights at a meeting of the members shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors, either as additional Directors 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 on its behalf by one of its directors and shall take effect on lodgment at the registered office of the Company.

- 11.2 The office of Director shall be vacated if he is removed from office under Article 11. Regulation 81 shall be modified accordingly.
- 11.3 The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

# 12 Proceedings of Directors

- 12.1 Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other; and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 12.2 The following sentence shall be inserted after the first sentence of regulation 72:

  "Any Committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company.".
- 12.3 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.
- 12.4 In paragraph (c) of regulation 94 the word "debentures" shall be substituted for the words "shares, debentures or other securities" where they twice occur.

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# 13 Minutes

13.1 The words "of the holders of any class of shares in the company" shall be omitted from regulation 100.

### 14 The seal

14.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director.

#### 15 Notices

- 15.1 The second sentence of regulation 112 shall be omitted.
- 15.2 The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113.
- 15.3 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.
- 15.4 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be amended accordingly.

# 16 Indemnity

16.1 Subject to the provisions of and so far as may be consistent with the Statutes, but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, auditor, secretary or other officer or the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

# NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

**Bondlaw Nominees Limited** 

Darwin House

Southernhay Gardens

**EXETER** 

EXI 1LA Devon

> For and on behalf of Bondlaw Nominees Limited

Dated this 16th Towary, 1995

WITNESS to the above signature:

Claire South Trainer Soliator

Ballard House wost Hoe Road Plymorully PLI 3AE