

**FILE COPY**



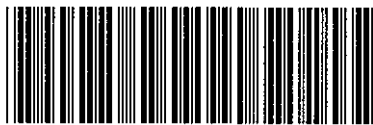
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3049572

The Registrar of Companies for England and Wales hereby certifies that  
ACHIEVERSHP 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 25th April 1995



\*N03049572H\*

S. M. D. A. (MRS)

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**

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

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

To the Registrar of Companies

For official use

For official use

Name of company

--	--	--	--

--

Insert full name  
of company

ACHIEVERSHP LIMITED

I, TIMOTHY JOHN TAYLORof 13 DAGDEN ROADSHALFORD, GUILDFORDSURREY GU4 8DDdelete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] or [person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)] and that all 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 12 Gough Sq, Declarant to sign belowLondon, EC4the 13th day of AprilOne thousand nine hundred and ninety fivebefore me [Signature]

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

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

WITHERS  
12 GOUGH SQUARE  
LONDON  
EC4A 3DE

For official use

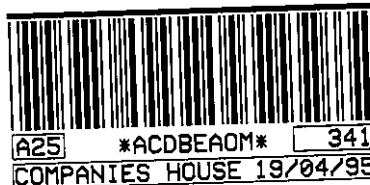
New Companies Section

Post room

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
ACHIEVERSHP LIMITED	

Registered office of the  
company on incorporation

RO	12 GOUGH SQUARE
Post town LONDON	
County/Region	
Postcode EC4A 3DE	

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.

<input type="checkbox"/>	Name
	Post town
	County/Region
	Postcode

Number of continuation  
sheets attached

☐


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

WITHERS	
12 GOUGH SQUARE , LONDON	
	Postcode EC4A 3DE
Telephone	Extension

**Company Secretary (See notes 1 - 5)**

Name  
\*Style/Title  
Forenames  
Surname  
\*Honours  
Previous Forenames  
Previous surname


Address  
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

CS	MR
TIMOTHY JOHN	
TAYLOR	
AD	13 DAGDEN ROAD
SHALFORD	
Post town GUILDFORD	
County/Region SURREY	
Postcode GU4 8DD	
Country	
I consent to act as secretary of the company named on page 1	
Signed	 Date 13 APR 1995

**Consent signature****Directors (See notes 1 - 5)**  
*Please list directors in alphabetical order.*

Name  
\*Style/Title  
Forenames  
Surname  
\*Honours  
Previous Forenames  
Previous surname

Address  
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

CD	MR
PHILIP WALTER	
DURRANCE	
AD	34 HAMILTON GARDENS
ST JOHNS WOOD	
Post town LONDON	
County/Region	
Postcode NW8 9PU	
Country	
DO	3   0   0   6   4   1
Nationality NA BRITISH	
OC	SOLICITOR
OD	As per attached list
I consent to act as director of the company named on page 1	
Signed	 Date 13 APR 1995

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature**

**Directors (continued)**

(See notes 1 - 5)

Name

\*Style/Title

Forenames

Surname

\*Honours

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

TIMOTHY JOHN

TAYLOR

AD

13 DAGDEN ROAD

SHALFORD

Post town GUILDFORD

County/Region SURREY

Postcode GU4 8DD

Country

DO

2

8

0

3

6

1

Nationality

NA

BRITISH

OC

SOLICITOR

OD

As per attached list

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

Signed

Date

13 APR 1995

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers

Date

13 APR 1995

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

13 APR 1995

Signed

Date

13 APR 1995

Signed

Date

Signed

Date

Signed

Date

Signed

Date

**coact**

Company Secretarial and Compliance Software

## Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principle office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return,

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

Company Name ACHIEVERSHP LIMITED			
Name & Address	Appointment	Resignation	Company Name
PHILIP WALTER DURRANCE			ANDERSEN PRESS LIMITED
34 HAMILTON GARDENS			BATEMAN'S ADHESIVES LIMITED
ST JOHNS WOOD , LONDON			CATOMAN LIMITED
NW8 9PU			COMPTON MANOR ESTATES LIMITED
			COPYDEX LIMITED
			DENNERMEAD LIMITED
			DESIGN DEVELOPMENTS LIMITED
			DISHSMITH LIMITED
			DIXIE BENDERS LIMITED
			EDWIN BURGESS LIMITED
			ENVIROLIGHT LIMITED
			ERIDA (ACCESSORIES TO BEAUTY) LTD
			ERID PRODUCTIONS LIMITED
			EYLURE WIGS LIMITED
			F BENDER LIMITED
			F BENDER MANUFACTURING LIMITED
			FIELDS OF BOND STREET LTD
			FLOOR MAINTENANCE MACHINES LIMITED
			HEALEY FARMING COMPANY LIMITED
			GEYER & COLEMAN LIMITED
			GLOY LIMITED
			GURNHAM LEISURE PARK LIMITED
			HARBORNE INVESTMENTS LIMITED
			HENKEL CHEMICALS LIMITED
			HENKEL LIMITED
			HENKEL COSMETIC LTD
			HENKEL-NOPCO PENSION TRUSTEE LIMITED
			IVORCROFT LIMITED
			J & W STARCHES LIMITED
			LBS FINANCIAL SOFTWARE LIMITED
			LEO LABORATORIES LIMITED
			LEO PHARMACEUTICAL PRODUCTS LIMITED
		01/01/1991	LIGRAPROOF LIMITED
			LINPACE LIMITED
		01/01/1992	MOVING SPECIALISTS INTERNATIONAL LTD
			OPTICAL CONSUMER COMPLAINTS SERVICE
			PEREGRINE PRODUCTIONS LIMITED
			PETER MARSH & SONS LIMITED
			PETRO-CANADA (UK) LIMITED
		04/03/1993	PICCADILLY PRESS LIMITED
			PLUTOLL LIMITED
			PORTISROSE LIMITED

Company Name ACHIEVERSHP LIMITED			
Name & Address	Appointment	Resignation	Company Name
PHILIP WALTER DURRANCE			RACON PROPERTIES LIMITED
			REHAB
			SEDGEBEST LIMITED
			SHARED EXPERIENCE LIMITED
			SHARED EXPERIENCE PROJECTS LIMITED
			SHIBLEY LIMITED
			SIDNEY G JONES LIMITED
			SIPON PRODUCTS LIMITED
			SUNBEAM ANTI-CORROSIVES LIMITED
			TEMPLECO TWO LIMITED
			TEMPLECO FIVE LIMITED
		01/01/1993	TEMPLECO EIGHT LIMITED
		01/01/1993	TEMPLECO NINE LIMITED
			TEMPLECO ELEVEN LIMITED
			THE BRICHEM GROUP LIMITED
			THE CAPITAL CHILDREN'S MUSEUM
			THE ERIC DOUGLAS COMPANY (COSMETICS) LTD
			UNIBOND (HOLDINGS) LIMITED
			UNIBOND COPYDEX LIMITED
			WEMBLEY SPORTSMASER LIMITED
			CORONET MANAGEMENT SERVICES LIMITED
			CORONET ELECTRICS LIMITED
			TEMPLECO THIRTEEN LIMITED
			TEMPLECO FOURTEEN LIMITED
			TEMPLECO FIFTEEN LIMITED
		17/05/1993	TEMPLECO SIXTEEN LIMITED
			TEMPLECO SEVENTEEN LIMITED
		01/10/1993	TEMPLECO EIGHTEEN LIMITED
		14/07/1993	TEMPLECO TWENTY LIMITED
			TEMPLECO 21 LIMITED
			TEMPLECO 22 LIMITED
			TEMPLECO 23 LIMITED
			TEMPLECO 24 LIMITED
			TEMPLECO 25 LIMITED
			IVORCROFT LIMITED
		01/01/1993	SEBIM UK LIMITED
		03/08/1993	SEAHORSE YACHTS LIMITED
		01/01/1993	OLIVER GREGORY ASSOCIATES LIMITED
			PETER MARSH CORRUGATED LIMITED
			BENDERS HOLDINGS LIMITED
			PEREGRINE FILMS LIMITED
	16/02/1987		MAYSCORE LIMITED

Company Name ACHIEVERSHP LIMITED			
Name & Address	Appointment	Resignation	Company Name
PHILIP WALTER DURRANCE	08/12/1989		SHIBLEY LIMITED
	26/09/1990	08/06/1994	SPINOFF LIMITED
	12/02/1992		GURNHAM LEISURE PARK LIMITED
	18/02/1992		TEMPLECO TWO LIMITED
	22/07/1992		TEMPLECO THREE LIMITED
	05/01/1993	20/12/1994	OPTICAL CONSUMER COMPLAINTS SERVICE
	05/01/1993		TEMPLECO SEVEN LIMITED
	20/01/1993		TEMPLECO TEN LIMITED
	10/02/1993	22/06/1993	THE DISCOVERY FACTORY
	11/03/1993		TEMPLECO FIFTEEN LIMITED
	11/03/1993	23/11/1993	TEMPLECO FOURTEEN LIMITED
	11/03/1993	19/03/1993	THE GREAT BRITISH EMPLOYMENT EMPORIUM LIMITED
	25/03/1993		LANEHOVE LIMITED
	28/04/1993		ABELARD-SCHUMAN LIMITED
	07/06/1993	03/08/1993	SEAHORSE YACHTS LIMITED
	17/06/1993		TEMPLECO 19 LIMITED
	17/08/1993		THE SUPPORT CENTRE LIMITED
	07/10/1993	27/05/1994	CEDEF STRUCTURED FINANCE LIMITED
	09/11/1993	30/01/1995	MALVERN FESTIVAL THEATRE TRADING LIMITED
	21/12/1993		TEMPLECO 30 LIMITED
	21/12/1993	26/04/1994	BEAUTIFUL RECORDS LIMITED
	21/12/1993	17/01/1994	DERMA TECHNOLOGY LIMITED
	21/12/1993	11/05/1994	TEMPLECO 31 LIMITED
	22/12/1993	26/04/1994	CARBIS BAY LEISURE LIMITED
	18/01/1994		MARCOR LIMITED
	20/01/1994		EMPLOYMENT STUDIES LIMITED
	28/01/1994	10/02/1994	WOOLTON ELWES LIMITED
	31/03/1994		DIRECT IMAGE SYSTEMS AND COMMUNICATIONS LIMITED
	13/05/1994	30/06/1994	ENTERACT LIMITED
	17/06/1994	28/06/1994	TEMPLECO 36 LIMITED
	17/06/1994	23/08/1994	75 PENRITH ROAD MANAGEMENT COMPANY LIMITED
	17/06/1994		TEMPLECO 38 LIMITED
	17/06/1994	27/01/1995	CHALLIS NURSERIES LIMITED
	17/06/1994	10/08/1994	CEDEF CAPITAL MARKETS LIMITED
	17/06/1994	11/08/1994	TEMPLECO 40 LIMITED
	17/06/1994	02/02/1995	TEMPLECO 39 LIMITED
	28/06/1994	21/07/1994	LEXCO INVESTMENTS LIMITED
	02/08/1994	09/09/1994	ELM QUAY FREEHOLD LIMITED
	19/08/1994		TEMPLE ADMINISTRATION LIMITED
	23/08/1994	30/09/1994	TEMPLECO 242 LIMITED
	23/08/1994	23/12/1994	TEMPLECO 243 LIMITED
	23/08/1994		TEMPLECO 244 LIMITED

## LIST OF OTHER DIRECTORSHIPS

## ADDITIONAL LIST TO FORM 10

Company Name ACHIEVERSHP LIMITED			
Name & Address	Appointment	Resignation	Company Name
PHILIP WALTER DURRANCE	23/08/1994		TEMPLECO 245 LIMITED
	23/08/1994		TEMPLECO 246 LIMITED
	23/08/1994	31/03/1995	TEMPLECO 247 LIMITED
	23/08/1994	23/12/1994	CORNERSTONE DEVELOPMENTS LIMITED
	31/08/1994	29/11/1994	TEMPLECO 250 LIMITED
	31/08/1994	13/02/1995	TEMPLECO 251 LIMITED
	31/08/1994		TEMPLECO 252 LIMITED
	31/08/1994		TEMPLECO 253 LIMITED
	31/08/1994		TEMPLECO 254 LIMITED
	01/09/1994	22/09/1994	TEMPLECO 249 LIMITED
	08/09/1994	19/10/1994	REHAB MARKETING LIMITED
	12/10/1994		FANSHAW ASSOCIATES LIMITED
	02/12/1994		CABLE LIFT INSTALLATIONS LIMITED
	21/12/1994		REHAB UK
	03/01/1995		MONARCOL MARKETING LIMITED
	03/01/1995		MONARCH HOT MELT ADHESIVES LIMITED
	03/01/1995		ALFRED ADAMS & CO LIMITED
	03/01/1995		MONARCH ADHESIVES LIMITED
	03/01/1995		MONARCOL MARKETING LIMITED
	03/01/1995		MONARCH HOT MELT ADHESIVES LIMITED
	03/01/1995		ALFRED ADAMS & CO LIMITED
	03/01/1995		MONARCH ADHESIVES LIMITED
TIMOTHY JOHN TAYLOR			DONNACREST LIMITED
13 DAGDEN ROAD , SHALFORD		01/06/1993	SEBIM UK LIMITED
GUILDFORD , SURREY , GU4 8DD			COLLECTIVE INVESTMENTS (TRUST MANAGERS) LIMITED
			ENVIROLIGHT LIMITED
			GURNHAM LEISURE PARK LIMITED
			HENKEL CHEMICALS LIMITED
		01/04/1993	H YOUDELL & COMPANY LIMITED
			IVORCROFT LIMITED
		01/01/1993	OLIVER GREGORY ASSOCIATES
		01/01/1991	PEREGRINE PRODUCTIONS LIMITED
		01/09/1992	PLUTOLL LIMITED
			REHAB LIMITED
			SEAHORSE YACHTS LIMITED
			TEMPLECO TWO LIMITED
		01/06/1993	TEMPLECO THREE LIMITED
			TEMPLECO FIVE LIMITED
		01/02/1993	TEMPLECO EIGHT LIMITED
		01/04/1993	TEMPLECO NINE LIMITED
			TEMPLECO ELEVEN LIMITED

Company Name ACHIEVERSHP LIMITED			
Name & Address	Appointment	Resignation	Company Name
TIMOTHY JOHN TAYLOR			TEMPLECO THIRTEEN LIMITED
			TEMPLECO FIFTEEN LIMITED
		01/05/1993	TEMPLECO SIXTEEN LIMITED
			TEMPLECO SEVENTEEN LIMITED
			TEMPLECO EIGHTEEN LIMITED
			TEMPLECO FOURTEEN LIMITED
		01/07/1993	TEMPLECO TWENTY LIMITED
			TEMPLECO 21 LIMITED
			TEMPLECO 22 LIMITED
			TEMPLECO 23 LIMITED
			TEMPLECO 24 LIMITED
			TEMPLECO 25 LIMITED
			THE GARDEN OF EDEN IN CUMBRIA LIMITED
		01/04/1992	THE YORKSHIRE FINE WINES COMPANY LIMITED
		01/04/1992	VINTERS INTERNATIONAL LIMITED
			WEMBLEY SPORTSMASER LIMITED
	16/02/1987		MAYSCORE LIMITED
	17/01/1990		HCSA (NUMBER ONE) LIMITED
	18/09/1990	18/09/1990	DOLLAR BAY CARPARK LIMITED
	26/09/1990	08/06/1994	SPINOFF LIMITED
	10/10/1991		CYRK EUROPE LIMITED
	20/01/1992		TEMPLECO TWO LIMITED
	12/02/1992		GURNHAM LEISURE PARK LIMITED
	05/01/1993	20/12/1994	OPTICAL CONSUMER COMPLAINTS SERVICE
	05/01/1993		TEMPLECO SEVEN LIMITED
	20/01/1993		TEMPLECO TEN LIMITED
	10/02/1993	22/06/1993	THE DISCOVERY FACTORY
	11/03/1993		TEMPLECO FIFTEEN LIMITED
	11/03/1993	23/11/1993	TEMPLECO FOURTEEN LIMITED
	11/03/1993	19/03/1993	THE GREAT BRITISH EMPLOYMENT EMPORIUM LIMITED
	25/03/1993		LANEHOVE LIMITED
	07/06/1993	03/08/1993	SEAHORSE YACHTS LIMITED
	17/06/1993	21/07/1993	TEMPLECO NINETEEN LIMITED
	17/08/1993		THE SUPPORT CENTRE LIMITED
	07/10/1993	27/05/1994	CEDEF STRUCTURED FINANCE LIMITED
	09/11/1993	30/01/1995	MALVERN FESTIVAL THEATRE TRADING LIMITED
	20/12/1993	17/01/1994	DERMA TECHNOLOGY LIMITED
	21/12/1993		TEMPLECO 30 LIMITED
	21/12/1993	26/04/1994	BEAUTIFUL RECORDS LIMITED
	21/12/1993	11/05/1994	TEMPLECO 31 LIMITED
	22/12/1993	26/04/1994	CARBIS BAY LEISURE LIMITED
	22/12/1993		TEMPLECO NINETEEN LIMITED

### LIST OF OTHER DIRECTORSHIPS

ADDITIONAL LIST TO FORM 10

[illegible]

3049572



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
ACHIEVERSHP LIMITED

1. The Company's name is ACHIEVERSHP LIMITED.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:
  - (A) 1. To carry on the business of providing corporate hospitality leadership training and network marketing services.
  2. To carry on business as general merchants and as manufacturers, preparers for sale of and dealers in all kinds of raw materials, manufactured and semi-manufactured goods; proprietors and lessors of commercial plant and premises, as mail order salesmen, wholesalers, retailers, importers, exporters, brokers and agents for or distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land, sea and air of passengers, livestock, goods and materials of every description, freight agents, removers, storers and packers of goods, materials and property of every description, towage contractors, aircraft, tug, barge and ship owners and charterers, proprietors and letters on hire of trucks, earth moving equipment, heavy vehicles of all kinds, and to be garage and service station proprietors and providers of a vehicle and vessel recovery service.
  3. To carry on business as wholesale and retail, import and export dealers in and agents or representatives for vehicles of all forms and nature, all manner of goods, products, processes, materials and services of any description either as principals for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display



A25 \*ACDBDAOL\* 340  
COMPANIES HOUSE 19/04/95

628053

contractors and promoters, hire purchase and general financiers, insurance and mortgage brokers and agents, labour contractors and advisors, to carry on employment, accommodation and travel agencies, to deal in office equipment, supplies and systems, to be consultants and advisors in efficiency techniques, business, office, personnel and works management, marketing, sales promotion and product design, business system organisers, business transfer agents, advertising and publicity consultants and agents, journalists, printers, publishers and stationers. To carry on business as proprietors of garages, car parks and service stations, as buyers, sellers and repairers of, agents for and dealers in all kinds of motor vehicles, motor engines, tyres and all manner of spare parts and accessories, tools, components and instruments, as suppliers of petrol, oils, spirits, fuels, lubricants and all related supplies, as dealers in luggage, clothing and accessories, road maps and stationery, as newsagents, tobacconists and confectioners and to provide all such other goods and services as may be required by persons having dealings with the Company; to provide car hire and chauffeur services, a vehicle recovery, repair and maintenance service, and to act as motor, mechanical, electrical and general engineers, panel beaters, body builders and paint sprayers, and generally to repair, treat, alter, prepare for sale and deal in all kinds of vehicles and their component parts; to carry on business as hire purchase and general financiers, insurance brokers and agents and as haulage contractors, freight agents and warehousemen, and to manufacture, buy, sell, maintain, repair and deal in vehicles, plant, machinery, tools, articles and things of all kinds capable of being used for the purpose of the above-mentioned business or any of them, or likely to be required by customers of, or persons having dealings with the Company.

4. To carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities and interests of any in any companies for the time being engaged, concerned or interested in any industry, trade of business and to promote the beneficial co-operation of any such companies as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon;
- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow and raise in any manner on any terms and for whatever purposes whatsoever, whether alone or jointly and/or severally with any other company or companies and to secure any debt, obligation or liability whatsoever by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company or by the creation and issue on any terms of debentures, debenture stock or other securities of any description and for the purposes of or in connection with the borrowing or raising of moneys by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve.
- (I) To lend and advance money or give credit or financial accommodation in any manner on any terms and for any purposes whatsoever, whether with or without interest and whether or not supported by guarantee and/or security, to any person or company, including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by s 736 of the Act) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture and to the extent that the same is permitted by law, to give financial assistance for the purpose of acquisition of shares in the Company or the Company's holding company for the time being and to give such assistance by any means howsoever permitted by law.

- (J) To enter into any guarantee, bond, contract of indemnity, suretyship or joint obligation and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other company or companies and whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure (by personal covenant or by mortgaging or charging all or any part of the undertaking real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner) any debts, obligations or securities whatsoever, including (without limitation) those of any company which is for the time being the holding company or a subsidiary (both as defined by s 736 of the Act) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture.
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such person as aforesaid, their dependants or connections, and to support or subscribe to any charity funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, 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.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, 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 or special rights or restrictions in respect of dividend, repayment of capital, voting 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, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or any controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with other, and either by or through agents, trustees, sub-contractors or otherwise.
- (W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporate or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 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.

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.

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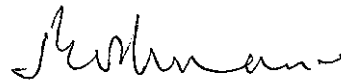
Name, Address and Description Of Subscribers	Number of Shares taken by each subscriber
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PHILIP WALTER DURRANCE  
12 Gough Square  
London  
EC4A 3DE

ONE

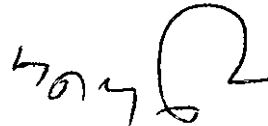
Solicitor



TIMOTHY JOHN TAYLOR  
12 Gough Square  
London  
EC4A 3DE

ONE

Solicitor



---

TOTAL NUMBER OF SHARES TAKEN UP

TWO

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Dated the 13 APR 1995

Witness to the above Signatures:

NICOLA FRANCES JARMAN  
12 Gough Square  
London EC4A 3DE



THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION  
OF  
ACHIEVERSHP LIMITED

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**Preliminary**

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company, save in so far as they are varied or excluded by these Articles. References in these Articles to numbered Regulations are references to Regulations in Table A.

**Shares**

2. The share capital of the Company is £100.00 divided into 100 Ordinary Shares of £1 each.

**Issue of Shares**

- 3.1 Subject to the provisions of the Act the following provisions of these Articles and to any resolution of the Company, and for the purpose of s 80 of the Act and all other purposes, the directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (in so far as the Company shall not have varied, renewed or revoked the said authority) the directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the authorised share capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the directors hereunder.
- 3.2 The period within which the said authority may be exercised shall be limited to five years, commencing upon the date of the adoption of these Articles.

- 3.3 Any shares for the time being unissued shall, before they are issued, be offered to the Members holding Shares in proportion as nearly as the circumstances admit to their existing holdings of Shares. Such offer shall be made by notice specifying the number of shares offered and limited to a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or if earlier on the receipt of an intimation from the person to whom the offer has been made that he declines to accept the shares offered, the Directors may, subject to these Articles dispose of the same in such manner as they think most beneficial to the Company.

- 3.4 S 89(1) and s 90(1) - (6) of the Act shall not apply to the Company.

#### **Transfer and Transmission of Shares**

- 4.1 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 Regulation 24 shall not apply to the Company.
- 4.2 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and may be solely executed by or on behalf of the transferor, whether the share is fully paid or not. Regulation 23 shall be modified accordingly.

#### **Share Certificates**

5. Regulation 6 shall apply to the Company with the substitution at the beginning of the second sentence of the words "Every certificate shall be sealed with the seal" with the words "Every certificate shall be executed by the Company".

#### **Lien**

6. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all monies due to the Company, whether in respect of that share or not. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.

#### **Proceedings at General Meetings**

- 7.1 The reference in s 381A of the Act to a "resolution in writing" shall mean a resolution in writing signed or approved by letter, telex or facsimile transmission by all the members of the Company who would have been entitled to vote upon it if it had been duly proposed at a general meeting at which they were entitled to be present, or by their duly appointed attorneys and shall be as valid and effectual as an ordinary special, extraordinary or elective resolution as if it had been passed at a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed or approved by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a

director thereof or by a duly appointed representative). Regulation 53 shall not apply.

- 7.2 If there is an equality of votes at any general meeting of the Company the Chairman shall not have a second or casting vote.

#### **Retirement by Rotation**

8. No director shall be required to retire by rotation, and Regulations 73-75 (inclusive), the second and third sentences of Regulation 79 and Regulation 80 shall not apply to the Company.

#### **Appointment and Removal of Directors**

- 9.1 Unless otherwise determined by ordinary resolution of the Company the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number shall be one. Regulation 64 shall be modified accordingly.
- 9.2 Regulations 76 and 77 (requirements on appointment of directors) shall not apply to the Company.
- 9.3 Without prejudice to the powers of the directors under Regulation 79, a member or members holding more than half in nominal amount of the issued share capital of the Company shall have power to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed.
- 9.4 Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or by their duly appointed attorney or attorneys. Any such instrument may consist of several documents in the like form each signed or approved by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative) and shall take effect upon lodgment at the registered office of the Company.
- 9.5 Regulation 81 shall apply with the addition of sub-clause (f) as follows:
- "(f) if he is removed from office pursuant to Article 9 of the Company's Articles of Association".

#### **Proceedings of Directors**

- 10.1 Regulation 93 shall apply as if the word "signed" included "approved by letter, telex, or facsimile transmission".
- 10.2 Any director may participate in a meeting of the directors by means of telephone or other similar means of communication whereby all persons participating in the meeting can hear each other speak and participation in a meeting in this manner shall constitute presence in person at such meeting.

- 10.3 If there is an equality of votes at any meeting of the directors, the Chairman shall not have a second or casting vote.
- 10.4 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall be one. Regulation 89 shall be modified accordingly.

#### **Directors' Interests**

11. Provided that he first duly declares the nature of his interest therein, a director may vote (and such vote shall be counted) at any meeting of directors or of a committee of directors in respect of any existing or proposed contract or arrangement in which he, or any person with whom he is for any purpose of the Act connected, is directly or indirectly interested. He may also be counted in the quorum present at any meeting of the directors or of a committee of the directors at which any such contract or arrangement is proposed or considered. Regulation 94 shall be modified accordingly, and Regulations 95 and 97 shall not apply to the Company.

#### **Borrowing Powers**

12. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to s 80 of the Act, to issue debentures, debenture stock or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **Indemnity**

13. Every director, manager, the Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in his capacity as such officer:
- 13.1 in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted; or
- 13.2 in connection with any application under s 114(2) or (3) of the Act (acquisition of shares by innocent nominee) or s 727 of the Act (general power to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the court.

Regulation 118 shall be modified accordingly.

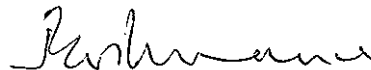
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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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PHILIP WALTER DURRANCE  
12 Gough Square  
London  
EC4A 3DE

Solicitor



TIMOTHY JOHN TAYLOR  
12 Gough Square  
London  
EC4A 3DE

Solicitor



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DATED the 13 APR 1995

WITNESS to the above Signatures:

NICOLA FRANCES JARMAN  
12 Gough Square  
London EC4A 3DE

