

FILE COPY



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

Company No. 3187544

The Registrar of Companies for England and Wales hereby certifies that  
LIPPETT 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 18th April 1996



\*N03187544J\*

  
M.LEWIS

For the Registrar of Companies



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

HC007B

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full



LIPPETT LIMITED

I, RICHARD O'DRISCOLL  
of 1 HARLEY PLACE CLIFTON BRISTOL BS8 3JT

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 of the Companies Act 1985<sup>†</sup> and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

1 HARLEY PLACE CLIFTON BRISTOL BS8 3JT

the

9

day of

4

One thousand nine hundred and ninety

SIX

① Please print name.

before me ①

STUART CRANE

Signed

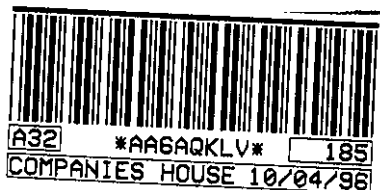
Date

9/4/91

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

RICHARD O'DRISCOLL  
1 HARLEY PLACE CLIFTON BRISTOL  
BS8 3JT Tel 01179 731772  
DX number DX exchange



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

**BCSS****10**

Please complete in typescript,  
or in bold capitals.

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office****Company Name in full**

Lippett Limited

**XF0100D70X****Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Imperial House

1 Harley Place

Post Town

Bristol

County / Region

Avon

Postcode

BS8 3JT

If the memorandum is delivered by an agent  
for the subscriber(s) of the Memorandum  
mark the box opposite and give the agent's  
name and address

☒

Agent's Name

Blackfriar Company Services Limited

Address

Imperial House

1 Harley Place

Post Town

Bristol

County / Region

Avon

Postcode

BS8 3JT

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is a query.

Blackfriar Company Services Limited

Imperial House

1 Harley Place

Telephone 0117 973 1772

Clifton

Bristol BS8 3JT

DX number 99878 BRISTOL

When you have completed and signed the form please send it to the  
Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**



**Company Secretary** (see notes 1-5)**Company name**

Lippett Limited

**Name****\*Style / Title**

Honours etc

**Forename(s)**

Blackfriar Secretaries Limited

**Surname****Previous forename(s)****Previous surname(s)****Address**

*Usual residential address*  
*For a corporation, give the*  
*registered or principal office*  
*address*

Imperial House

1 Harley Place

**Post town**

Bristol

**County / Region**

Avon

**Postcode**

BS8 3JT

**Country**

England

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

**Consent signature**

For and on behalf of

Blackfriar Secretaries Limited

**Date**

01/04/96

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**Name****\*Style / Title****Forename(s)****Surname**

Blackfriar Directors Limited

**Previous forename(s)****Previous surname(s)****Address**

*Usual residential address*  
*For a corporation, give the*  
*registered or principal office*  
*address*

Imperial House

1 Harley Place

**Post town**

Bristol

**County / Region**

Avon

**Postcode**

BS8 3JT

**Country**

England

Day Month Year

**Date of birth****Nationality****Business  
Occupation**

Company Formation Agents

**other directorships****Consent signature**

For and on behalf of

Blackfriar Directors Limited

**Date**

01/04/96

**Directors** (continued) (see notes 1-5)

<b>Name</b>	<b>*Style / Title</b>	<input type="text"/>	<b>Honours etc</b>	<input type="text"/>
	<b>Forename(s)</b>	<input type="text"/>		
	<b>Surname</b>	<input type="text"/>		
	<b>Previous forename(s)</b>	<input type="text"/>		
	<b>Previous surname(s)</b>	<input type="text"/>		
<b>Address</b>		<input type="text"/>		
<i>Usual residential address</i>		<input type="text"/>		
<i>For a corporation, give the registered or principal office address</i>		<input type="text"/>		
	<b>Post town</b>	<input type="text"/>		
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>
	<b>Country</b>	<input type="text"/>		
	<b>Date of birth</b>	<input type="text"/>	<b>Nationality</b>	<input type="text"/>
	<b>Business Occupation</b>	<input type="text"/>		
	<b>other directorships</b>	<input type="text"/>		
		<input type="text"/>		
	I consent to act as secretary of the company named on page 1			
<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	

**This section must be signed by**

***Either***  
**an agent on behalf**  
**of all subscribers**

**or the subscribers**

**(i.e. those who signed**  
**as members on the**  
**memorandum of**  
**association**

**Signed**

For and on behalf of  
Blackfriar Company Services Limited



**Date**

01/04/96

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

75745/1996

**COMPANIES ACTS 1985 & 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
of  
**Lippett Limited**

1. The name of the Company is Lippett Limited.
2. The Registered office of the Company will be situated in England & Wales
3. The objects for which the Company is established are:

3.1 to carry on the business of a General Commercial Company

3.2 to design manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may be conveniently or advantageously made or supplied in connection with it

3.3 to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate

3.4 to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world

3.5 to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects or to the exercise of any power (whether express or implied) possessed by the Company.


4. The liability of the members is limited.

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

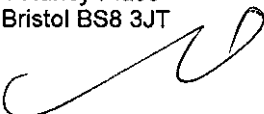
We the Subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares specified opposite our respective names.

**Name and Address**

**Number of shares taken**

  
Blackfriar Directors Limited  
Imperial House  
1 Harley Place  
Bristol BS8 3JT

1

  
Blackfriar Secretaries Limited  
Imperial House  
1 Harley Place  
Bristol BS8 3JT

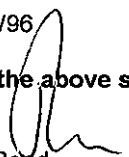
1

Total Shares taken

2

Dated 01/04/96

Witness to the above signatures

  
John Davis  
11 Howard Road  
Bristol BS8 3JT

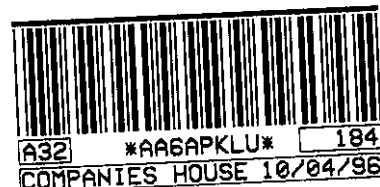
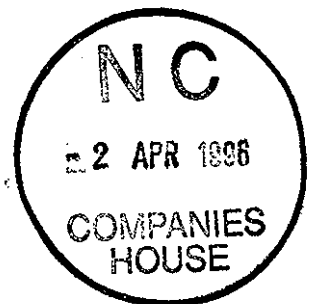
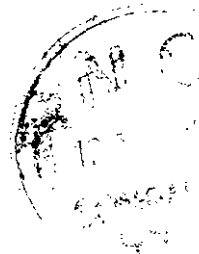
RECEIPT UNSTAMPED

71687

SIGNED

DATE

20-0  
3187544



315545


**COMPANIES ACTS 1985 & 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
of  
**Lippett Limited**

- 1. Preliminary 1.1** The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles.
- 1.2** Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.
- 2. Share Capital 2.1** The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each **2.2** In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"
- 3. Lien and Forfeiture 3.1** The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.
- 3.2** In regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".
- 4. Transfer of Shares** Regulation 24 of Table A shall not apply.
- 5. Alteration of Share Capital 5.1** In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"
- 5.2** In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.
- 6. Votes of Members 6.1** In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy"
- 6.2** In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used".
- 7. Number of Directors** The number of directors shall not be less than one.
- 8. Appointment and Retirement of Directors** Regulations 73 to 83 of Table A shall not apply to the Company.
- 9. Proceedings of Directors** Regulation 94 shall not apply to the Company.
- 10. Disqualified Directors** In Regulation 81 of Table A there shall be inserted in paragraph (d) after the words "to the Company" the words "left at the office"
- 11. Dividends** In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event"
- 12. Notices** In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted

**Name and Address of Subscribers**



Blackfriar Directors Limited  
Imperial House  
1 Harley Place  
Bristol BS8 3JT



Blackfriar Secretaries Limited  
Imperial House  
1 Harley Place  
Bristol BS8 3JT

**Dated 01/04/96**



John Davis  
11 Howard Road  
Bristol