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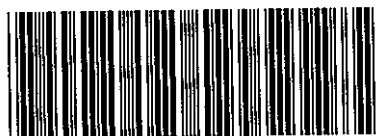
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3234878

The Registrar of Companies for England and Wales hereby certifies that  
T. B. & I. 93 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 7th August 1996



\*N03234878M\*

*G. Wookey*  
G. WOOKEY

For the Registrar of Companies



COMPANIES HOUSE

HC007B

Package: 'Laserform'  
by Laserform International Ltd.

Please complete in typescript,  
or in bold black capitals.

# Declaration on application for registration

Company Name in full



\* F 0 1 2 0 F 1 0 \*

T. B. & I. 93 LIMITED

I, JOHN WALTERS

of TILLY BAILEY & IRVINE

† Please delete as appropriate.

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~~† 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.

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

*John Walters*

SW

Declared at HARTLEPOOL

the

29<sup>th</sup>

day of

*June*

One thousand nine hundred and ninety

SIX

① Please print name.

before me

*MR. A.C.A. MORRIS*

Signed

*[Signature]*

Date

27/07/96

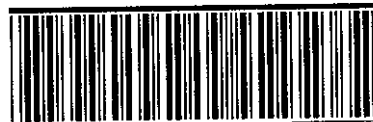
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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.

MR J WALTERS TILLY BAILEY & IRVINE  
YORK CHAMBERS YORK ROAD HARTLEPOOL

JW.MTM  
DX number 60650

Tel 01429 264101  
DX exchange HARTLEPOOL



A06 \*AL9ZYNOC\* 46  
COMPANIES HOUSE 30/07/96

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 DX 235 Edinburgh**  
for companies registered in Scotland

**Package:** 'Laserform'  
by Laserform International Ltd.

# 10

*Please complete in typescript,  
or in bold black capitals.*

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

### Company Name in full



\* F 0 1 0 0 F 1 0 \*

T. B. & I. 93 LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

2 CARLTON STREET

Post town

HARTLEPOOL

County / Region

Postcode

TS26 9ES

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

Address

Post town

County / Region

Postcode

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 any query.

MR J WALTERS TILLY BAILEY & IRVINE  
YORK CHAMBERS YORK ROAD  
HARTLEPOOL TS26 9DP

JW.MTM

Tel 01429 264101

DX number 60650

DX exchange HARTLEPOOL

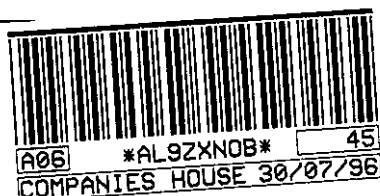
When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
or

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

for companies registered in Scotland

DX 235 Edinburgh



A06 \*AL9ZXNOB\* 45  
COMPANIES HOUSE 30/07/96

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

Company name

T. B. &amp; I. 93 LIMITED

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

JOHN

Surname

TILLY

Previous forename(s)

Previous surname(s)

**Address***Usual residential address*

For a corporation, give the registered or principal office address.

23 WEST PARK

Post town

HARTLEPOOL

County / Region

Postcode

TS26 0DB

Country

ENGLAND

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

**Consent signature****Date**

29/7/96

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

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

JOHN

Surname

WALTERS

Previous forename(s)

Previous surname(s)

**Address***Usual residential address*

For a corporation, give the registered or principal office address.

RED ROBIN COTTAGE NO PLACE

Post town

BEAMISH

County / Region

DURHAM

Postcode

DH9 0QH

Country

ENGLAND

Day Month Year

**Date of birth**

06

04 55

**Nationality**

BRITISH

**Business occupation**

SOLICITOR

**Other directorships**

NORTHERN COUNTIES CAPITAL LTD

TILLY BAILEY &amp; IRVINE NOMINEES LTD

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

**Consent signature****Date**

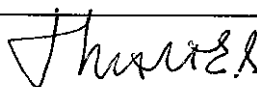
29/7/96

**Directors**

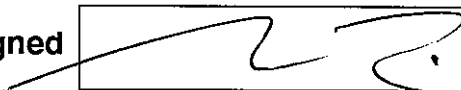
(continued)

(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"/>		
<b>Usual residential address</b>		<input type="text"/>		
For a corporation, give the registered or principal office address.		<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"/>	<input type="text"/>	<input type="text"/>
		<b>Day</b>	<b>Month</b>	<b>Year</b>
		<input type="text"/>	<input type="text"/>	<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"/>		
		<input type="text"/>		
	I consent to act as director 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****Signed****Date**

29/7/96

**Or the subscribers***( i.e those who signed  
as members on the  
memorandum of  
association).***Signed****Date**

29/7/96

**Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

## Notes

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

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and 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 principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

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.

3. Directors details:

- Show for each individual director the director's 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 person 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, or
- 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, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

3234878.

COMPANIES ACTS 1985 AND 1989  
Private Company Limited by Shares  
MEMORANDUM OF ASSOCIATION



of  
T. B. & I. 93 Limited

1. The name of the Company is T. B. & I. 93 Limited.
2. The registered office of the Company will be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the members is limited to the amount (if any) unpaid on the shares held by them.
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and  
description of  
Subscribers

No of shares taken by  
each Subscriber

John Tilly of  
23 West Park, Hartlepool  
TS26 0DB  
Solicitor

*[Handwritten signature]* 1

John Walters of Red Robin Cottage  
No Place, Beamish, Co Durham  
DH9 0QH  
Solicitor

1

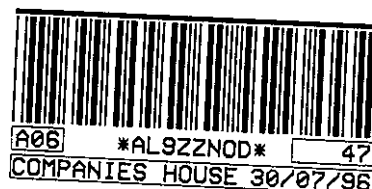
*[Handwritten signature]*

TOTAL Shares taken

2

Dated the 29<sup>th</sup> day of July 1996

775381



Witness to the above signatures:

M Mincher

Mrs M Mincher  
York Chambers  
York Road  
Hartlepool  
TS26 9DP



COMPANIES ACTS 1985 AND 1989

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

T. B. & I. 93 LIMITED

1. PRELIMINARY

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables 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 £1,000 divided into 1,000 Ordinary Shares of £1 each.
- 2.2 The shares of the Company for the time being unissued, whether forming part of its original capital or not, shall be at the disposal of the directors, who may at their discretion for a period of five years from the date of the adoption of these Articles and afterwards with the previous sanction of an ordinary resolution, allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think proper but so that the nominal amount of the issued equity share capital shall not exceed £1,000 without such sanction
- 2.3 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 to 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

- 4.1 Any member may at any time transfer any of his shares to any relative of his (as defined below) and the personal representatives of a deceased member may transfer any of the shares registered in his name as sole holder to any relative of the deceased member becoming entitled to such shares under the will or on the intestacy of the deceased member. For the foregoing purposes "relative" means and includes either parent and the children and remoter issue (whether natural or adopted) over the age of 18 years of either parent of the deceased member, and any wife, widow, husband or widower of any such parent, child or remoter issue, or of the member or deceased member himself or herself
- 4.2 Any shares registered in the name of one or more holders as the trustees or trustee of a will or settlement may be transferred into the name or joint names of any new or continuing trustees or trustee upon any change in the trusteeship thereof, or into the name of any person becoming absolutely entitled to such shares (whether or not in pursuance of the exercise of any discretionary power) by virtue of the trusts of such will or settlement
- 4.3 Except in the case of a transfer of shares expressly authorised by the preceding article the right to transfer shares in the Company shall be subject to the following restrictions:
  - 4.3.1 before requiring the Company to register a transfer of any shares, the person, whether a member of the Company or not, proposing to transfer them ("the proposing transferor") shall give a notice in writing ("a transfer notice") to the Company that he desires to transfer such shares, and the transfer notice shall constitute the Company as agent for the sale of all (but not a part only) of the shares specified in the notice to any member (or to any other person selected by the directors) at the prescribed price (as defined below). A transfer notice once received by the Company shall not be revocable without the prior consent of the directors
  - 4.3.2 if within a period of two months after receiving a transfer notice the Company finds members (or other persons) ("the purchasers") willing to purchase all the shares specified in the transfer notice, and gives written notice of the fact to the proposing transferor he shall be bound upon payment of the prescribed price to transfer those shares to the respective purchasers of them

- 4.3.3 every notice given by the Company under the preceding paragraph stating that it has found a purchase for any shares shall state the name and address of the purchaser and the number of shares which he has agreed to purchase, and shall be accompanied by appropriate instruments of transfer for execution by the proposing transferor, and the purchase shall be completed at a place and time to be appointed by the Company, not being more than 28 days after the date on which such notice was given by the Company. For the purpose of determining the right to any distribution by the Company, the proposing transferor shall be deemed to have sold such shares on the date of the notice so given by the Company
- 4.3.4 if the proposing transferor after having become bound to transfer any shares to a purchaser, fails to do so, the directors may authorise some person to sign an instrument of transfer on behalf of the proposing transferor in favour of the purchaser, and the Company may receive the purchase money, and shall at that time cause the name of the purchaser to be entered in the register as the holder of the shares and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, who shall not be bound to see to its application; and after his name has been entered in the register the validity of the proceedings shall not be questioned by any person
- 4.3.5 if within a period of 28 days after receiving a transfer notice ("the prescribed period") the Company shall not find purchasers for all the shares specified in the transfer notice, and gives notice in writing to that effect to the proposing transferor, or if the Company within the prescribed period gives to the proposing transferor notice in writing that it has no prospect of finding such purchasers, the proposing transferor shall be at liberty, until the expiration of four months after the end of the prescribed period, to transfer all or any of the shares specified in the transfer notice to any person and at any price, or by way of gift; provided that, if the directors shall so resolve, the Company may when giving notice under this paragraph inform the proposing transferor that the Company will, subject to and in accordance with the provisions of Chapter VII of Part V of the Companies Act 1985, as soon as practicable purchase all the shares specified in the transfer notice at the prescribed price, and such notice shall be binding upon the Company and the proposing transferor, who shall respectively take

all steps within their power for carrying such purchase into effect

- 4.3.6 if within one month after the receipt by the proposing transferor of a notice given by the company under paragraph 4.3.2 of this article he shall have agreed with the purchaser or purchasers a price per share as the fair value of any shares then that price shall be the prescribed price for those shares. For any other shares the prescribed price shall be determined by the auditors for the time being of the Company or (if the proposing transferor shall so require) by some other chartered accountant to be nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales, whose determination in either case shall be conclusive; and in fixing the prescribed price they or he shall have power to determine how the costs of fixing it shall be borne
- 4.3.7 all shares comprised in any transfer notice shall be offered by the Company in the first instance for sale at the prescribed price to all members holding shares of the same class as those so comprised (other than the proposing transferor) on the terms that in case of competition the shares so offered shall be sold to the members accepting the offer in proportion (as nearly as may be) to their existing holdings of such shares. All offers of shares under this paragraph shall be made in writing and sent by prepaid post to the members at their respective registered addresses and shall limit a time (not being less than 21 days) within which the offer must be accepted or in default will be treated as declined
- 4.4 The personal representatives of any deceased member shall be bound, if and when called upon by the directors to do so not earlier than six months after the date of his death, to give a transfer notice in respect of all the shares registered in the name of the deceased member as sole holder or as sole surviving joint holder at the date of his death, or such of those shares as still remain so registered. If within a period of 21 days after being called upon the personal representatives fail either to give such a transfer notice, or to present for registration one or more transfers of such shares authorised by article 4.1, they shall be deemed to have given a transfer notice at the expiration of that period, and the provisions of the preceding article shall have effect accordingly
- 4.5 If any member is adjudged bankrupt, his trustee in bankruptcy shall be bound immediately to give to the Company a transfer notice in respect of all the shares registered in the name of the bankrupt member as sole holder, and if no such transfer notice is given within one

month of the bankruptcy the trustee in bankruptcy shall be deemed to have given it at the end of that period, and the said provisions shall have effect accordingly

## **5. ALTERATION OF 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**

In regulation 64 of Table A the words "but shall be not less than two" shall be deleted and shall be replaced by the words "or minimum".

## **8. APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 8.1 In regulation 81 of Table A there shall be inserted in paragraph (d) after the words "the Company" the words "left at the office"
- 8.2 Regulations 73 to 78 inclusive of Table A shall not apply to the Company, and in the second sentence of Regulation 79 the words following "annual general meeting" shall be omitted

## **9. REMUNERATION OF DIRECTORS**

In Regulation 82 of Table A there shall be inserted after the words "such remuneration" the words "for their services as such" and at the end of that regulation the sentence "A director who has ceased to hold office as such when the resolution is passed shall, unless it otherwise provides, be entitled to be paid the appropriate proportion of any remuneration voted to the directors for a period during all or any part of which he held office"

## **10. DIRECTORS APPOINTMENTS**

In Regulation 84 of Table A there shall be inserted in the

third sentence after the words "shall terminate" the parenthesis "(unless the terms of his appointment otherwise provide) "

**11. DIRECTORS GRATUITIES AND PENSIONS**

In regulation 87 of Table A there shall be substituted in the first line for the words "The directors" the words "The directors on behalf of the Company"

**12. PROCEEDINGS OF DIRECTORS**

In regulation 90 of Table A there shall be substituted for the words "fixed as the quorum, they" the words "constituting the quorum, they or he"

**13. SECRETARY**

In regulation 99 of Table A there shall be added at the end the words "but without prejudice to any claim for damages he may have for breach of contract by the Company"

**14. DIVIDENDS**

In regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or to a particular extent"

**15. NOTICES**

In regulation 115 of Table A the words "unless the contrary is proved" shall be omitted



Names and addresses of  
subscribers to the  
Articles of Association

Mr J Tilly of 23 West  
Park, Hartlepool TS26 0DB  
Solicitor

John Walters of Red Robin Cottage  
No Place, Beamish, Co Durham  
DH9 0QH  
Solicitor

Dated the 29<sup>th</sup> day of July 1996

Witness to the above signatures:

  
  
M Mincher  
Mrs M Mincher  
York Chambers  
York Road  
Hartlepool  
TS26 9DP