

FILE COPY



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

Company No. 4654723

The Registrar of Companies for England and Wales hereby certifies that
P&A-19 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 3rd February 2003



N04654723I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

CHFP016

Company Name in full

P&A-19 LIMITED

I, TAMMY REYNARD

of P&A SECRETARIES LIMITED

† Please delete as appropriate

CRV 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

T. Reynard

Declared at

3 High Street Skipton

Day Month Year

On

29 01 2003

(1) Please print name.

before me (1)

CHRISTOPHER JOHN VARLEY

Signed

C. Varley

Date

29 January 2003

†

CRV A Commissioner for Oaths/Notary Public/Justice of the Peace/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.

PEARSON & ASSOCIATES

NORTH BARN

BROUGHTON HALL

SKIPTON BD23 3AE

Tel 01756 793300

DX number

DX exchange

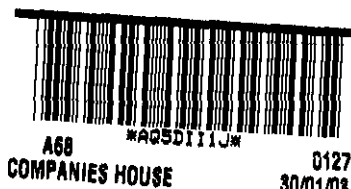
When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 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



Form revised June 1998



Please complete in typescript,
or in bold black capitals.

CHFP016

Notes on completion appear on final page

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

4654 723

Company Name in full

P&A-19 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

NORTH BARN

BROUGHTON HALL

Post town

SKIPTON

County / Region

NORTH YORKSHIRE

Postcode

BD23 3AE

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

PEARSON & ASSOCIATES

Address

NORTH BARN

BROUGHTON HALL

Post town

SKIPTON

County / Region

NORTH YORKSHIRE

Postcode

BD23 3AE

Number of continuation sheets attached

☐

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

PEARSON & ASSOCIATES

NORTH BARN

BROUGHTON HALL

SKIPTON BD23 3AE

Tel 01756 793300

DX number

DX exchange



AGB
COMPANIES HOUSE
0126
30/01/03

When you have completed and signed the form please send it to the
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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

HOME ABROAD LIMITED

NAME *Style / Title

*Honours etc

*Voluntary details

Forename(s)

Surname

P&A SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address††

NORTH BARN

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

BROUGHTON HALL

County / Region

SKIPTON

NORTH YORKSHIRE

Postcode

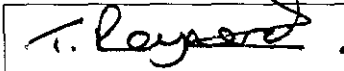
BD23 3AE

Country

ENGLAND

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

Consent signature



Date

29-1-03.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME * Style / Title

*Honours etc

Forename(s)

Surname

P&A DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address††

NORTH BARN

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

BROUGHTON HALL

County / Region

SKIPTON

NORTH YORKSHIRE

Postcode

BD23 3AE

Country

ENGLAND

Day Month Year

Date of birth

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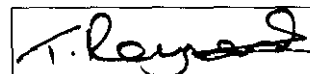
Nationality

Business occupation

Other directorships

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

Consent signature



Date

29-1-03.

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forenames(s)

Surname

Previous forename(s)

Previous surname(s)

Address††

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by**Either****an agent on behalf
of all subscribers**

Signed

T. Reynolds

Date

29-1-03.

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

200304

THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

P&A-19 LIMITED



- 1) The Company's name is P&A-19 Limited.
- 2) The Company's registered office is to be situated in England and Wales.
- 3) The objects for which the company is established are:
 - a) To carry on business as a general commercial company.
 - b) To carry on the business of a Holding Company and the business of an Investment Company or other and to do all lawful acts and things whatever, that are necessary or convenient in carrying on the business of a Holding Company or the business of an Investment Company or both and in particular to carry on in all its branches the business of a Management and Servicing Company and to act as Managers or to direct the management of other companies or of the business, property and estates of corporations private persons or companies and to undertake and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of other companies; to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or unincorporate policies of insurance and other such property, real or personal and rights and interests in property as the Company shall deem fit.
 - c) To borrow or raise money in any manner and to secure the same or repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.
- 4) The liability of the members is limited.
- 5) The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

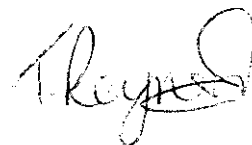
016056-

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.

NAMES AND ADDRESSES OF SUBSCRIBERS

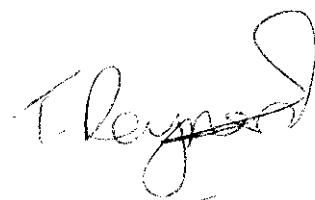
Number of Shares taken
by each Subscriber

P&A Directors Limited
North Barn
Broughton Hall
Skipton
North Yorkshire
BD23 3AE



One

P&A Secretaries Limited
North Barn
Broughton Hall
Skipton
North Yorkshire
BD23 3AE



One

Dated 29/01/03

Witness to the above signatures:

MRS A E BATES
SALT PIE
OLD RIDING LANE
LUDDENDEN
HALIFAX
HX2 6SR



THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

P&A-19 LIMITED

Preliminary

- 1 The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

Private company

- 2 The Company is a private limited company within the meaning of the Companies Act 1985 and accordingly no shares or debentures of the Company shall be offered to the public.

Shares

- 3 (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such special resolution as aforesaid shall be under the control of the directors, who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members.
- (c) In accordance with Section 91 of the Companies Act 1985 Sections 89(1) and 90 of the said Act shall not apply to the Company.
- (d) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution.

- 4 The lien conferred by Regulation 8 in Table A shall attach also to fully paid up shares. Regulation 8 in Table A shall be modified accordingly.
- 5 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment."

Transfer of shares

- 6 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. The first sentence of Regulation 24 of Table A shall not apply to the Company.

Redeemable shares

- 7 Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by special resolution before the issue thereof. Regulation 3 of Table A shall not apply to the Company.

General meetings and resolutions

- 8 Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditor for the time being of the Company.
- 9 Regulation 41 in Table A shall be read and construed as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum." were added at the end.

Appointment of directors

- 10 (a) The number of the directors may be determined by ordinary resolution of the Company but unless and until so fixed there shall be no maximum number of directors and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these Articles or Table A being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the directors generally and the quorum for the transaction of the business of the directors shall be one. Regulation 64 in Table A shall not apply to the Company.
- (b) The directors shall not be required to retire by rotation and accordingly Regulations 73, 74 and 75 in Table A shall not apply to the Company and Regulations 76, 77, 78 and 79 in Table A shall be modified accordingly.
- 11 Any appointment or removal of an alternate director may be made by letter, cable, telex, telegram, facsimile or radiogram or in any other manner approved by the directors. Any cable, telex, telegram, facsimile or radiogram shall be confirmed as soon as possible by letter but is a valid appointment in the meantime. Accordingly Regulation 68 in Table A shall not apply to the Company.

Powers of directors

- 12 In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 13 A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulations 94 to 97 in Table A shall be modified accordingly.

- 14 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons meeting in this manner shall be deemed to constitute presence in person at such meeting.

Single member company

- 15 If at any time, and for as long as, the company has a single member all provisions of these Articles shall (in the absence of any expressed provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

The seal

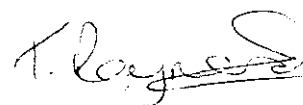
- 16 The seal, if any, shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

Indemnity

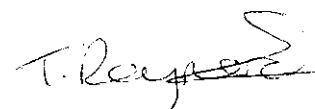
- 17 (a) Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 727 of the Companies Act 1985, in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Companies Act 1985.
- (b) The directors shall have power to purchase and maintain an insurance policy for any director, officer or auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the said Act.
- (c) Regulation 118 in Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

P&A Directors Limited
North Barn
Broughton Hall
Skipton
North Yorkshire
BD23 3AE



P&A Secretaries Limited
North Barn
Broughton Hall
Skipton
North Yorkshire
BD23 3AE



Dated 29/01/03

Witness to the above signatures:

MRS A E BATES
SALT PIE
OLD RIDING LANE
LUDDENDEN
HALIFAX
HX2 6SR

