

FILE COPY



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

Company No. 4783207

The Registrar of Companies for England and Wales hereby certifies that
CHASE NOBLE 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 1st June 2003



N04783207I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
— for the record —

(NCPack)

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

CHASE NOBLE LIMITED

I,

LAURENCE DAVID SMITH
~~THERESA CATHERINE WALLIS-SMITH~~ LDS

of

DIXONS, LAMBURN WOODLANDS,
NEAR HUNGERFORD, BERKSHIRE RG17 7SE

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

Laurence David Smith

Declared at

Day Month Year

On

28 05 2003

† Please print name.

before me †

Nicholas DEEMING

Signed

Nicholas Deeming

Date

28.5.02

† 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.

Nicholas Deeming
57 Agnes, Belcombe, West Sussex
RH17 6HT Tel 07710 56880
DX number _____ DX exchange _____



A18 *A2LTSLDT* 0548
COMPANIES HOUSE 30/05/03

Form revised June 1998

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



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

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

Company Name in full

CHASE NOBLE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

DIXONS

LAMBOURN WOODLANDS

Post town

NEAR HUNGERFORD

County / Region

BERKSHIRE

Postcode

RG17 7SE

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

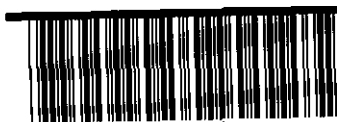
You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

Tel 01488 72738

DX number

DX exchange

C
Thi



A18
COMPANIES HOUSE

0549
30/05/03

Form April 2002

When you have completed and signed the form please send it to the
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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

~~THERESA WALLIS SMITH~~ CHASE NOBLE LIMITED

NAME *Style / Title

MRS

*Honours etc

* Voluntary details

Forename(s)

THERESA CATHERINE

Surname

WALLIS-SMITH

Previous forename(s)

—

Previous surname(s)

WALLIS

†† 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.

Address ††

☐

DIXONS

LAMBOURN WOODLANDS

Post town

NEAR HUNGERFORD

County / Region

BERKSHIRE

Postcode

RG17 7SE

Country

UK

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

Consent

Date

13 MAY 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

LAURENCE DAVID

Surname

SMITH

Previous forename(s)

—

Previous surname(s)

—

†† 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.

Address ††

☐

DIXONS

LAMBOURN WOODLANDS

Post town

NEAR HUNGERFORD

County / Region

BERKSHIRE

Postcode

RG17 7SE

Country

UK

Day Month Year

Date of birth

12 05 1963

Nationality

BRITISH

Business occupation

MANAGING DIRECTOR

Other directorships

CHASE NOBLE QUALIFAX LIMITED

PRIME STRATEGY CONSULTANTS LIMITED

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

Consent signature

Laurence

Date

13 MAY 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

† 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.

NAME *Style / Title

MRS

*Honours etc

Forename(s)

THERESA CATHERINE

Surname

WALLIS-SMITH

Previous forename(s)

—

Previous surname(s)

WALLIS

Address †

DIXONS

LAMBURN WOODLANDS

Post town

NEAR HUNGERFORD

County / Region

BERKSHIRE

Postcode

RG17 7SE

Country

UK

Day Month Year

Date of birth

17 09 1965

Nationality BRITISH

Business occupation

COMPANY SECRETARY

Other directorships

CHASE NOBLE QUALIFAX LIMITED

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

Consent signature

Theresa Wallis Smith

Date

13 MAY 2003

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

~~Law~~

Date

Or the subscribers

Signed

Laure J E

Date

28 MAY 2003

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

Signed

Theresa Wallis Smith

Date

28 May 2003

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.

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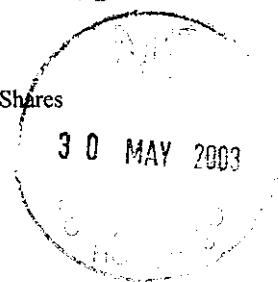
102 019/20

The Companies Acts 1985 to 1989

Private Company Limited by Shares

Memorandum of Association

of CHASE NOBLE Limited



- 1 The name of the Company is Chase Noble Limited.
- 2 The registered office of the Company is 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 shareholders is limited.
- 5 The share capital of the Company is £100 divided into 100 shares of £1 each.

We, the persons named below as subscribers, wish to form a company on the terms set out in this Memorandum and we agree to take the number of shares shown opposite our respective names.

Signatures, names and addresses of subscribers

Number of shares taken by each subscriber

- | | |
|--|------------|
| 1. Signature <u>Laurence Smith</u> | <u>50</u> |
| Name <u>LAURENCE SMITH</u> | |
| Address <u>DIXONS, LAMBURN WOODLANDS</u>
<u>NEAR HUNGERFORD, BERKSHIRE</u>
<u>RG17 7SE</u> | |
| 2. Signature <u>Theresa Wallis Smith</u> | <u>50</u> |
| Name <u>THERESA WALLIS-SMITH</u> | |
| Address <u>DIXONS, LAMBURN WOODLANDS</u>
<u>NEAR HUNGERFORD, BERKSHIRE</u>
<u>RG17 7SE</u> | <u>100</u> |

Total shares taken

100

Dated this 28th day of MAY, 2003

Witness to the above signatures:

Signature A. Tyler

Name ANDREW TYLER

Address 57 ERMIN ST. STICKCROSS
RG20 8LJ



Articles of Association
of CHAFF NOBLE Limited

1 Table A

Except as varied by or inconsistent with these Articles, Table A in the schedule to The Companies Act (Tables A to F) Regulations 1985, SI 1985/805 amended by SI 1985/1052 ('Table A') is to apply to the company.

2 Shareholders

- 2.1 The company may have one shareholder.
- 2.2 A vote on a resolution is to be decided by a show of hands, unless any shareholder present in person or by proxy demands a poll, whether before or after the show of hands.
- 2.3 A proxy can vote on a show of hands.

3 Directors

- 3.1 The company may have a sole director and there is to be no maximum number of directors. Regulation 64 of Table A does not apply.
- 3.2 All directors are entitled to receive notice of directors' meetings. The minimum notice period is seven days, unless all directors agree otherwise.

4 Allotment of shares

The directors have general and unconditional authority to allot shares in the capital of the company up to a maximum amount of £10,000. This authority continues for five years from the date on which these Articles are adopted.

5 Transfer of shares

- 5.1 A shareholder ('the seller') intending to transfer shares ('the sale shares') is to give written notice of their intention ('the transfer notice') to the directors. The transfer notice is to specify the number of the sale shares and the seller's proposed price for them.
- 5.2 By virtue of the transfer notice, the seller is deemed to appoint the directors as the seller's agent for purposes of transfer of the sale shares.
- 5.3 Within 14 days of receiving the transfer notice, the directors are to give written notice ('offer notice') to shareholders (other than the seller) offering each of them the sale shares as nearly as possible in proportion to their existing shareholdings. Where an equal division is impossible, the directors may offer any remaining sale shares to shareholders in whatever proportions the directors decide. The offer notice is to state:

- 5.3.1 the total number of sale shares, and the number available to the individual shareholder
- 5.3.2 the seller's proposed price per sale share
- 5.3.3 what the shareholder is to do if that shareholder does not agree the price per share, and the time limit for doing so
- 5.3.4 what the shareholder must do to buy all or some of the sale shares offered to them, and the time limit for doing so.
- 5.4 If any shareholder does not agree the seller's proposed price per share that shareholder is, within 14 days of receiving the offer notice, to give written notice of objection ('notice of objection') to the directors. Upon receiving a notice of objection, the directors are immediately to notify other shareholders in writing of the notice of objection.
- 5.5 Upon receiving a notice of objection, the directors are also immediately to instruct the company's auditor to fix a fair price per share for the sale shares (which is to be the same price for all sale shares of the same class). The auditor is to act as an expert, and the auditor's determination, which is to be made in writing, is to be final and binding. The auditor's fees are to be paid by the company. If the company does not have an auditor, the determination is to be made by an independent chartered accountant appointed by the directors. Within seven days of receiving the auditor's determination, the directors are to give shareholders written notice of the new price per share ('the amended offer notice')
- 5.6 A shareholder wishing to buy sale shares must give written notice ('acceptance notice') to the directors. If no notice of objection is given, the acceptance notice must be given not earlier than 15 days and not later than 28 days after the date of the offer notice. If notice of objection is given, the acceptance notice must be given not earlier than the date of the amended offer notice and not later than 28 days after the date of the amended offer notice. An acceptance notice creates a binding contract for sale and purchase of the relevant sale shares. Completion of the transfer of the relevant sale shares is to take place within 28 days of the acceptance notice.
- 5.7 If, after the time limit for acceptance expires, any sale shares have not been accepted, they are to be re-offered to shareholders (other than the seller) in proportion to their new shareholdings.
- 5.8 If there are sale shares which no shareholder wants to accept, the seller has the right to sell them to whoever will buy them and at whatever price.
- 5.9 A shareholder is deemed to serve an irrevocable transfer notice if that shareholder transfers or purports to transfer shares in breach of this Article, or if a bankruptcy order is made against the shareholder. Where this happens, the price of the sale shares is to be determined by the company auditor or, if there is no auditor, by an independent chartered accountant.
- 5.10 The pre-emption provisions in this Article do not apply:
 - 5.10.1 to any transfer by a personal representative to any person entitled to shares under the will or intestacy of a deceased shareholder
 - 5.10.2 on the death of a joint shareholder, to any transfer of the jointly held shares into the name of the survivor.

6 Appointment and retirement of directors

The directors do not have to retire by rotation.

7 Proceedings at shareholder meetings

- 7.1 If the number of shareholders is more than one, two shareholders must be present to form a quorum. Otherwise, the quorum is to be one.
- 7.2 The chairman is not to have a second or casting vote.
- 7.3 The shareholders may participate in a meeting by conference telephone or video link.

8 Proceedings at directors' meetings

- 8.1 If the number of directors is more than one, two directors must be present to form a quorum. Otherwise, the quorum is to be one.
- 8.2 The chairman is not to have a second or casting vote.
- 8.3 The directors may participate in a meeting by conference telephone or video link.
- 8.4 If a director has disclosed an interest in writing to the company, that director can be counted in the quorum and may vote on any resolution concerning the matter in which that director has an interest.

9 Directors' pensions, insurance and gratuities

The directors have the power to provide themselves and/or former directors with pensions and/or insurances and/or gratuities, and they are to have the right to retain any benefit which they receive. Regulation 87 of Table A does not apply.


10 Notices

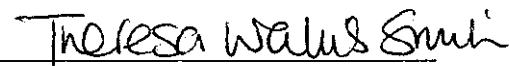
Written notices may be given by hand, by post, by fax or by e-mail.

11 Directors' liability insurance

The directors are to have the power to effect insurance for the benefit of themselves and/or former directors against any liability which they may incur for acts or omissions while carrying out or purporting to carry out their duties.

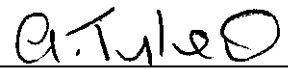
Signatures, names and addresses of subscribers

1. Signature 
Name LAURENCE SMITH
Address DIXONS, LAMBOURN WOODLANDS
NEAR HUNGERFORD, BERKSHIRE
RG17 7SE

2. Signature 
Name THERESA WALLIS-SMITH
Address DIXONS, LAMBOURN WOODLANDS
NEAR HUNGERFORD, BERKSHIRE
RG17 7SE

Dated this 28th day of MAY, 2003

Witness to the above signatures:

Signature 
Name ANGELA TYLER
Address 57 ERMIN ST. STOCKPOSS
RG20 8LT