

FILE COPY



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

Company No. 5779391

The Registrar of Companies for England and Wales hereby certifies that
CSR ESTATES 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 12th April 2006



N05779391S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

CSR ESTATES LIMITED

I, ROBERT MCNABB

of 120 HARBORSHAM STREET, SLOTT, CARDIFF

† 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

Robert McNabb

Declared at

EVERSHEDS SOLICITORS, CALLAGHAN SQ CARDIFF

Day Month Year

On 06 04 2006

• Please print name.

before me •

RACHEL SLEIGH

Signed

Rachel Sleigh

Date

06 - 04 - 2006

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

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.



A17
COMPANIES HOUSE

AH4QBEDN

739
07/04/2006

Form revised 10/03

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
or LP - 4 Edinburgh 2



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

CSR ESTATES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

31 STOPHAM ROAD, MAIDENBOWER

Post town

CRAWLEY

County / Region

W SUSSEX

Postcode

RH10 7JF

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

1

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.

ROB MCNABB, 120 HABERSHON STREET

SPLOTT, CARDIFF, CF24 2LD

Tel 02920 485515

DX number

DX exchange



A17
COMPANIES HOUSE

AH4QAEDH
07/04/2006

v 10/03

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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
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		CSR ESTATES LIMITED	
NAME	*Style / Title	MR	*Honours etc
Forename(s)		ROBERT SIMON	
Surname		MCNABB	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		12D HABERSHON STREET	
		SLOTT	
Post town		CARDIFF	
County / Region		S GLAMORGAN	Postcode CF24 2LD
Country		UK	

†† 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.

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

Consent signature

McNabb

Date

29.03.06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
Forename(s)		CHAD TRAFFORD	
Surname		JAMES	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		11 PAGE DRIVE, PENHAM GREEN	
Post town		CARDIFF	
County / Region		S GLAMORGAN	Postcode CF24 2TU
Country		UK	

†† 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.

Day Month Year

Date of birth

22 10 1973

Nationality

BRITISH

Business occupation

Media Buyer - Advertising

Other directorships

MORUAM LIMITED

EMILE FLEURDENY LIMITED

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

Consent signature

C. Trafford

Date

29.03.06

Company Secretary (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

CSR ESTATES LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† 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

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

ROBERT SIMON

Surname

MCNABB

Previous forename(s)

Previous surname(s)

Address †

† 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

County / Region

Postcode

Country

120 HABERSHON ST, SPLOTT,

CARDIFF

S GLAMORGAN

CF24 2LD

UK

Day Month Year

Date of birth

1 7 04 19 7 5

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

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

Consent signature

Date

29.03.06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text" value="MR"/>		*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text" value="STEPHEN JOHN"/>			
	Surname	<input type="text" value="RICHARDS"/>			
	Previous forename(s)	<input type="text"/>			
	Previous surname(s)	<input type="text"/>			
†† 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 ††	<input type="text" value="31 STOPHAM ROAD, MAIDENBOWER"/>			
	Post town	<input type="text" value="CRAWLEY"/>			
	County / Region	<input type="text" value="W SUSSEX"/>	Postcode	<input type="text" value="RH10 7JF"/>	
	Country	<input type="text" value="UK"/>			
	Date of birth	<input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="0"/> <input type="text" value="9"/> <input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="7"/> <input type="text" value="2"/>	Nationality	<input type="text" value="BRITISH"/>	
	Business occupation	<input type="text" value="QUANTITY SURVEYOR"/>			
	Other directorships	<input type="text" value="GEOROK LTD."/>			
		<input type="text"/>			
	I consent to act as director of the company named on page 1				
	Consent signature	<input type="text" value="S. Richards"/>		Date	<input type="text" value="29.03.06"/>

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	<input type="text" value="S. Richards"/>	Date	<input type="text" value="31.03.06"/>
	Signed	<input type="text" value="E. J. Jones"/>	Date	<input type="text" value="31.03.06"/>
	Signed	<input type="text" value="S. Richards"/>	Date	<input type="text" value="31.03.06"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>

100 308 / 20

PRIVATE COMPANY LIMITED BY SHARES

9 APR 2006

000 000 0000

MEMORANDUM OF ASSOCIATION

OF

CSR ESTATES LIMITED



A17 *AH4GCED0* 738
COMPANIES HOUSE 07/04/2006

1. The Company's name is "CSR Estates Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:

006447

3.1

- 3.1.1 *to carry out all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.*

- 3.2 to carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or as being ancillary to any of the businesses or activities of the Company;
- 3.3 to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;
- 3.4 to apply for, register, purchase, or by other means acquire and protect, prolong and renew, in any part of the world, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;
- 3.5 to acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for any such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;
- 3.6 to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
- 3.7 to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined by the board of directors and to hold or otherwise deal with any investments made;
- 3.8 to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) and to receive money on deposit or loan upon any terms;
- 3.9 to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or

by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatever, the performance of the liabilities and obligations of and the repayment or payment of any moneys whatever by any person, firm or company, including (but not limited to):

- 3.9.1 any liabilities and obligations whatever of, and the repayment or payment of any moneys whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business; and
 - 3.9.2 any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and
 - 3.9.3 the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities;
- 3.10 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- 3.11 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- 3.12 to apply for, promote, and obtain any Act of Parliament, order, or licence of any authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem to the board of directors to be calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem to such board to be calculated directly or indirectly to prejudice the Company's interests;
- 3.13 to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem to the board of directors to be conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights,

privileges or concessions which such board may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;

- 3.14 to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world;
- 3.15 to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem to the board of directors to be desirable with respect to any business or operations of or generally with respect to any such company or companies;
- 3.16 to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear to the board of directors to be likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- 3.17 to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the board of directors may think fit, and in particular (but without limitation) for shares, debentures, or securities of any company purchasing the same;
- 3.18 to act as agent or broker and as trustee or nominee for any person, firm or company, and to undertake and perform sub-contracts;
- 3.19 to remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise;
- 3.20 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company;

3.21 to provide, and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes, clubs or other arrangements (whether contributory or non-contributory) with a view to providing:

3.21.1 pensions, insurances, allowances, gratuities, bonuses and incentives and benefits of every description including, but not limited to, retirement benefits schemes and/or life assurance schemes; and

3.21.2 employees' share schemes (within the meaning of section 743 of the Companies Act) including, but not limited to, profit sharing, share option and share purchase schemes,

to or for the benefit of officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company or of any predecessor in business of any such company or the dependants or relatives of any such persons; and to provide or lend money or provide other financial assistance in accordance with or for the purposes of such arrangements;

3.22 to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the board of directors, directly or indirectly benefit, or is calculated so to benefit, the Company or its business or activities or its officers, ex-officers, employees or ex-employees or the business, activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company or the officers, ex-officers, employees or ex-employees of any predecessor in business of the Company or any such company as aforesaid;

3.23 subject to and in accordance with a due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Companies Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Companies Act;

3.24 to purchase and maintain, for the benefit of any director (including an alternate director), officer or auditor of the Company or of any company which is the holding company, a subsidiary, or a fellow subsidiary of the Company, insurance against any liability as is referred to in section[s 309A to] 310(1) of the Companies Act and, subject to the provisions of the Companies Act, against any other liability which may attach to him or loss or expenditure which he may incur

in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor and, subject also to the provisions of the Companies Act, to indemnify any such person out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto and, without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to any such liability;

- 3.25 to distribute among the members of the Company in kind any property of the Company of whatever nature;
- 3.26 to procure the Company to be registered or recognised in any part of the world;
- 3.27 to do all or any of the things or matters aforesaid in any part of the world and either as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- 3.28 to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them;


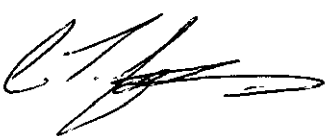
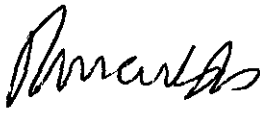
AND so that:

- (a) none of the objects set out in any of the preceding sub-clauses of this **clause 3** shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this **clause 3**, or by reference to or inference from the name of the Company;
- (b) none of the preceding sub-clauses of this **clause 3** and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this **clause 3** as though each such sub-clause contained the objects of a separate company;
- (c) the word "**company**" in this **clause 3**, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere;
- (d) in this **clause 3** the expressions "**holding company**" and "**subsidiary**" shall have the meanings given to them respectively by section 736 of the Companies

Act and the expression "**subsidiaries**" shall include a subsidiary undertaking as defined by section 258 of the Companies Act; and

- (e) in this **clause 3** the expression "**Companies Act**" means the Companies Act 1985, but so that any reference in this **clause 3** to any provision of the Companies Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision at the time this **clause 3** takes effect.
- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 shares of £1 each.

We, the several persons whose names, addresses, and descriptions 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 shown opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
STEPHEN RICHARDS 31 STOPHAM ROAD MAIDENBOWER CRAWLEY WEST SUSSEX RH10 7JF 	34 (THIRTY FOUR)
CHAD TRAFFORD JAMES 11 PAGE DRIVE PENGAM GREEN CARDIFF 	33 (THIRTY THREE)
ROBERT SIMON MCNABB 120 HABERSHON STREET SPLOTT CARDIFF CF24 2LD 	33 (THIRTY THREE)
Total shares taken	100 (ONE HUNDRED)

Dated: 31 MARCH 2006

Witness to the above signatures:

Witness
signature:



Name: RACHAEL SLEIGH

Address: 1 CALLAGHAN SQUARE
CARDIFF
CF10 5BT

Occupation: SOLICITOR

Company Name CSR ESTATES Ltd

Company No. 5779391

Articles of Association have not been registered for the above company in this case. (Company Limited by Shares – see Sections 7 and 8 of the Companies Act 1985.)

Signed M. D. C.
(Officer of New Companies Section)

Date 12/4/06