

FILE COPY



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

Company No. 6317313

The Registrar of Companies for England and Wales hereby certifies that
HLF 3274 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 July 2007



N06317313B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



10

Please complete in typescript,
or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

HLF 3274 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

20 West Mills

Post town

Newbury

County / Region

Berkshire

Postcode

RG14 5HG

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

Horse Lightly Fynn Solicitors
20 West Mills, Newbury, Berkshire,
RG14 5HG

Tel 01635 580858

DX number 30835

DX exchange NEWBURY

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**



A23

A119XR7X
13/07/2007
COMPANIES HOUSE

668

FRIDAY

Company Secretary (see notes 1-5)

Company name HLF 3274 LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

HLF NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

20 WEST MILLS

†† 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

NEWBURY

County / Region

BERKSHIRE

Postcode

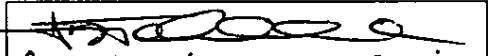
RG14 5HG

Country

UK

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

Consent signature


for and on behalf of HLF Nominees Limited

Date

11.07.07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

HLF LIMITED

Previous forename(s)

Previous surname(s)

Address ††

20 WEST MILLS

†† 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

NEWBURY

County / Region

BERKSHIRE

Postcode

RG14 5HG

Country

UK

Day Month Year

Date of birth

Nationality

Business occupation


CORPORATE ENTITY

Other directorships

SEE ATTACHED SHEET

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

Consent signature


for and on behalf of HLF Limited

Date

11.07.07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
* Voluntary details		Forename(s)		
		Surname		
		Previous forename(s)		
		Previous surname(s)		
Address ††				
<input type="checkbox"/>				
		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**

Honey Lightly Fyrm

Date

11 07 07

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**

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

PERSONAL APPOINTMENTS WITH
LIMITED COMPANIES**You have been charged £1.00 to access this information.****Go Back**

Name HLF LIMITED
Nationality BRITISH
Latest Address 20 WEST MILLS
 NEWBURY
 BERKSHIRE
Postcode RG14 5HG

Date of Birth**Company Appointments** Current 14

To view company details, click on the appropriate company number
 Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR Appointed 05/10/2004
Occupation CORPORATE BODY
Company Number [05249910](#)
Company Name BURY HOUSE MANAGEMENT LIMITED
 Active

DIRECTOR Appointed 17/08/2005
Occupation CORPORATE BODY
Company Number [05539509](#)
Company Name QC 30 (BRISTOL) MANAGEMENT LIMITED
 Active

DIRECTOR Appointed 18/01/2006
Occupation CORPORATE BODY
Company Number [05679284](#)
Company Name EAST STREET (SWINDON) LIMITED
 Active

DIRECTOR Appointed 18/01/2006
Occupation CORPORATE BODY
Company Number [05679303](#)
Company Name HLF 3244 LIMITED
 Active

DIRECTOR Appointed 16/02/2006
Occupation CORPORATE BODY
Company Number [05712320](#)
Company Name CHINA MINERALS LIMITED
 Active

DIRECTOR Appointed 16/02/2006
Occupation CORPORATE BODY
Company Number [05712337](#)
Company Name WIMPOLE (LONDON) LIMITED
 Active

DIRECTOR Appointed 16/02/2006
Occupation CORPORATE BODY
Company Number [05712491](#)
Company Name HLF PLANNING LIMITED

Active

DIRECTOR
Occupation.
Company Number.
Company Name

Appointed 12/10/2006
CORPORATE BODY
05964709
HLF 3259 LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name

Appointed 14/11/2006
CORPORATE BODY
05997878
HLF 3260 LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name

Appointed 13/02/2007
CORPORATE BODY
06100349
HLF 3267 LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name

Appointed 13/02/2007
CORPORATE BODY
06100511
HLF 3265 LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name

Appointed 21/05/2007
CORPORATE BODY
06254124
SIMON EARLE RACING LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name

Appointed 21/05/2007
CORPORATE BODY
06254131
HLF 3269 LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name

Appointed 21/05/2007
CORPORATE BODY
06254135
HLF 3270 LIMITED
Active

This screen does not include appointments with SE companies or LLP's

12/1 015 911/100

The Companies Act 1985

Private Company Limited By Shares

**MEMORANDUM OF ASSOCIATION
of
HLF 3274 LIMITED**

FRIDAY



A23 *A119WR7W* 13/07/2007 669
COMPANIES HOUSE

- 1 The Company's name is **HLF 3274 LIMITED**
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are.-
 - 3 1 To carry on the business of a general commercial company in all aspects
 - 3.2 To carry on any other trade or business which can, in the opinion of the Board of Directors, be carried on by the Company to its best advantage.
 - 3.3 To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind for the purposes of or in connection with the Company's business.
 - 3 4 To construct, alter or maintain any buildings or plant for the Company's business and to finance in any manner or subsidise the whole or any part of the construction and maintenance costs in connection with them.
 - 3 5 To acquire by subscription allotment or transfer, and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever whether secured or not, in any company constituted or carrying on business in any part of the world, and bonds stocks debentures, debenture stock and other securities of any kind, whether secured or not, issued by any Government or Authority, municipal, local or otherwise, whether in the United Kingdom or in any other part of the world, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by ownership.
 - 3.6 To receive money on deposit either with or without security and or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act in the manner of, or as, bankers.
 - 3.7 To borrow and raise money in any manner, and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of section 736 of the Act, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by any means and to enter into partnership or any joint venture arrangement or other collaboration with any person, persons, firm or company.

-
- 3.8 To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, or issue any other form of guarantee or bond or collateral security generally
- 3.9 To apply for, licence, purchase or otherwise acquire, hold exploit or use any patents, licences, trademarks design rights, copyrights and other forms of intellectual property, or licence or agree to confer any right to use or publish any such intellectual property; to acquire hold and exploit or develop secret or proprietary or other information and to use, exercise, develop or grant licences in respect of the property, rights or information as acquired.
- 3.10 To participate in the formation, acquisition, disposal or other operation, management, supervision or control of the business or operation of any company or organisation or undertaking and for that purpose to appoint and remunerate any persons acting in connection with any such activity or business or company or organisation or undertaking.
- 3.11 To employ experts, consultants and other professional persons firms or organisations to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and of any assets, property or rights, or generally.
- 3.12 To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- 3.13 To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- 3.14 to invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Board of Directors of the Company may from time to time decide.
- 3.15 To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Board of Directors of the Company may determine.
- 3.16 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock or any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, or in other ways, and generally on such terms as the Board of Directors of the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 3.17 To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any
-

business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.

- 3.18 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- 3.19 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Board of Directors of the Company may think fit.
- 3.20 To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- 3.21 To establish, or contribute to or otherwise assist in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, or any club or establishment whether those institutions or societies are connected with the business carried on by the Company or its predecessors or not.
- 3.22 To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- 3.23 To do all or any of the things authorised in this Memorandum, either alone or in conjunction with others, or as factors, trustees, distributors or agents for others, or by or through factors, trustees distributors or agents.
- 3.24 To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them

The objects set out in any sub-clause of this clause shall not be restrictively construed but given the widest interpretation, and they shall not, unless the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set out in that sub-clause or from the terms of any other sub-clause or by the name of the Company. No sub-clause or the object or objects specified or the powers conferred by a sub-clause shall be regarded as subsidiary or ancillary to any of the other objects or powers, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the sub-clauses

4. The liability of the Members is limited.

5 The share capital of the Company at the date of the adoption of this memorandum is £1,000 (One Thousand Pounds) divided into One thousand Ordinary Shares of £1 each

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being 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 Descriptions of Subscribers**Number of Shares Taken
by each subscriber**

For and on behalf of
HLF Nominees Limited



One

20 West Mills Newbury Berkshire RG14 5HG

Total Number of Subscriber Shares

One

Dated the 11 July 2007

WITNESS to the above Signatures:-

Witness Signature:



Witness Name:

Andrew Stony

Witness Address:

20 West Mills Newbury Berks RG14 5HG

Witness Occupation:

Trainee Solicitor



The Companies Act 1985
Private Company Limited by Shares

ARTICLES OF ASSOCIATION
of

HLF 3274 LIMITED

Interpretation

Table A

1. The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
2. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

Share capital

3. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.
4. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 3 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting
5. The authority conferred on the directors by articles 3 and 4 shall remain in force for a period of 5 years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
6. The provisions of section 89(1) of the Act do not apply to the Company.

Lien

7. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of shares

8. The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share

Proceedings at general meetings

9. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. 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.
10. A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
11. On a show of hands or on a poll votes may be given either personally or by proxy.

Number of directors

12. Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

Alternate directors

13. A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.
14. When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Delegation of powers

15. The following sentence shall be inserted after the first sentence of regulation 72 of Table A: 'A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company'.

Appointment and retirement of directors

16. The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.
17. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
18. A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.
19. There is no age limit for directors of the Company.
20. A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

21. Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):

- '(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director, or
- (e) he is otherwise duly removed from office.'

Remuneration of directors

22. Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

Proceedings of directors

23. Regulation 88 of Table A shall be amended by adding to the sentence:

'It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom'
the words:
'unless he has given to the Company an address outside the United Kingdom to which notices should be sent'.

24. If and so long as the minimum number of directors specified under these Articles is one

- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- (b) regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect.

25. A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

26. Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

The seal



27. In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom

Notices

28. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

- 29 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company

Names Addresses and Descriptions of Subscribers	Number of Shares Taken by each subscriber
For and on behalf of  HLF Nominees Limited 20 West Mills Newbury Berkshire RG14 5HG	One
Total Number of Subscriber Shares	One
Dated the 11 July 2007	
WITNESS to the above Signatures:-	
 Andrew Story Solicitor 20 West Mills Newbury Berks RG14 5HG	