



FILE COPY

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

Company No. 6641878

The Registrar of Companies for England and Wales hereby certifies that

ABI HANCOCK PHOTOGRAPHY LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **9th July 2008**



N06641878R



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

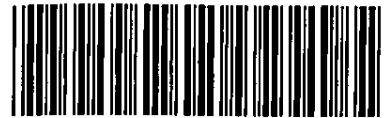
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Abi Hancock Photography Limited

The Companies Act 1985 to 1989
COMPANY LIMITED by SHARES
MEMORANDUM OF ASSOCIATION
of

Abi Hancock Photography Limited

TUESDAY



A34 *ADGH318W* 08/07/2008 71
COMPANIES HOUSE
A26 01/07/2008
COMPANIES HOUSE

1. The name of the Company is Abi Hancock Photography Limited.
2. The Company to be a Private Limited Company
3. The Company's Registered Office to be in England.
4. The Company's objects are -
 - (a) To carry on business as a general commercial company
 - (b) To carry on any other business which in the opinion of the Company, may be able of being conveniently or profitably carried out in connection with or subsidiary to any other business of the Company calculated to enhance the value of the Company
 - (c) To carry on business in photography and all associated activities and furthermore craft products The Company wishes to advise on, trade in, purchase, sell or manage for themselves or for other parties all the aforementioned activities
 - (d) To purchase, or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, moveable or immovable or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company. In addition to build reconstruct or generally maintain buildings and works of all kinds, whether or no these are situate on the property.
 - (e) To apply for, register or by any other means acquire licenses, concessions, contracts, agreements, undertakings, trademarks and inventions and to use and turn to account the same or develop, sell or assign the same or grant licenses or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
 - (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such securities and in such manner as from time to time may be determined
 - (g) To enter into arrangement for joint workings in business or amalgamation with or enter into any partnership or arrangement for sharing profits, union of interest, reciprocal concessions or co-operation with any other company, firm or persons carrying or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit the Company
 - (h) To distribute among the members of the Company in kind any property of the Company of whatever nature

Abi Hancock Photography Limited

- (i) To pay all or any expenses in connection with the promotion, formation and incorporation of the company, or to contract with any company, firm corporation or person to pay the same
- (j) To pay commission and or fees to brokers, banks and others for underwriting, placing, selling or guaranteeing the subscription to any products, instruments, venues and business that the Company wishes to be engaged in.
- (k) To do all such other such things as may be deemed incidental or conducive to the attainment of the Company's object or any of them

None of the objects set forth in any sub-clause of this Clause shall be respectively construed but the widest interpretation shall be given to each such object and none of the said objects shall, except where the context expressly requires, be in any way limited or restricted by reference to or in inference from any other object or objects set forth in any such sub-clause or by reference to or inference from the terms of any other sub-clause of the Clause, or by reference from the name of the Company Abi Hancock Photography Limited

5 The liability of the members is limited

6 The Share Capital of the Company is £10,000.00 divided into 10,000 shares of £1 00 each

We, the several persons and companies whose names, addresses and description are subscribed and 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 DESCRIPTION of the SUBSCRIBERS	Number of Shares.
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Harriet Victoria Abigail Hancock of 3 Stanlake Park, Twyford, Berks, RG10 0BN	5,000
---	-------

Signed:-

Total number of Shares taken by the Subscribers 5,000.

Shares allocated to other Associates but not taken 5,000.

Dated this 5th day of June 2008

4th of July 2008

WITNESS SIGNATURE

WITNESS NAME

WITNESS ADDRESS

Donovan
JULIETTE MARY DONOVAN
9 Church Street,
Twyford
Berks
RG10 9DN

2 DATE . *4th July 2008*

Abi Hancock Photography Limited.

**ARTICLES of ASSOCIATION
Of
ABI HANCOCK PHOTOGRAPHY LIMITED**

PRELIMINARY

☐

1. (a) Subject as hereinafter provided the Regulations contained in Table A in The Companies (Table A to F) Regulations 1985 ("Table A") shall apply to the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. Regulations 3,8,20,41,64,73 to 80 inclusive and 94 to 97 inclusive of Table A shall not apply to the Company

SHARES

3. (a) All unissued shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors and for the purposes of Section 80 of the Act the directors are unconditionally authorised to exercise the power of the Company to allot shares grant options over or otherwise dispose of the same to such persons and on such terms as they think fit 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 made by the Company within that period.

(b) The authority given above may be renewed revoked or varied by ordinary resolution of the Company in general meeting.

- 4 In accordance with Section 95 of the Act, subsection (1) of Section 89 of the Act shall be excluded from applying to the allotment of equity securities (as defined in Section 94 of the Act) pursuant to the authority contained in Article 3 above.

LIEN

- 5 Subject to the provisions of Section 150 of the Act, the Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.

Abi Hancock Photography Limited.

DIRECTORS

11 The first director or directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

12 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company Subject to and in default of any such determination there shall be no maximum number of directors and in accordance with Section 282 of the Act the minimum number of directors shall be two

13 (a) No person shall be appointed a director at any general meeting unless either:-

(i) he is recommended by the directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(b) Subject to the provisions of paragraph (a) above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

(c) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 12 as the maximum number of directors and for the time being in force.

14. The directors may exercise all the powers of the Company to borrow without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage charge or standard security over its undertaking property and uncalled capital or any part thereof and to issue debentures debenture stock or any other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

15 A director who is in any way either directly or indirectly interested in any contract transaction or arrangement (whether actual or proposed) with the Company or in which the Company is otherwise interested shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act. Subject to such disclosure a director shall be entitled to vote in respect of any such contract transaction or arrangement (whether actual or proposed) in which he is interested and whether or not he votes he shall be counted in reckoning whether a quorum is present or not

INDEMNITY

16 In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company

FORFEITURE OF SHARES

Abi Hancock Photography Limited

6 If a share is forfeited pursuant to Regulation 19 of Table A it may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit subject always to the provisions of Section 146 of the Act. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

GENERAL MEETINGS

7 Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act 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 auditors for the time being of the Company

8 Under Section 372(1) of the Act, a proxy appointed to attend and vote at the general meeting does not have the right to speak at the meeting.

9 (a) The words "at the time when the meeting proceeds to business" shall be inserted at the end of the first sentence of Regulation 40 of Table A.

(b) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved

VOTES OF MEMBERS


10 If any member or other person appearing to be interested in any shares registered in the name of such member in any account in the register of members of the Company is in default in supplying within 28 days of the date of service of the notice from the Company requiring such member or other person to supply to the Company in writing all or any of such information as is referred to in Section 212 of the Act, such member shall, for such period as default of such member or other person shall continue, not be entitled, without the prior written consent of all the directors, to vote or to exercise any right conferred by membership in relation to the meetings of the Company in respect of all the shares for the time being registered in the account of the register of members of the Company in respect of which such notice was served. For the purpose of this Article a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification under the said Section 212 which fails to establish the identities of those interested in the shares and if (after taking into account the said notification and any other relevant Section 212 notification) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares

Abi Hancock Photography Limited

NAMES, ADDRESSES and DESCRIPTION of the SUBSCRIBERS

Harriet Victoria Abigail Hancock of 3 Stanlake Park, Twyford, Berkshire, RG10 0BN

Signed:-

X 

14th July 2008
Dated this *5th* day of *June* 2008

Witness to the above Signatures

Name:- JULIETTE MARY DONOVAN

X Address:- 9 Church Street
Twyford Berkshire RG10 9DN

Signature:- 



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

ABI HANCOCK PHOTOGRAPHY LTD.

I, HARRIET VICTORIA ABIGAIL HANCOCK
of 3 STANLAKE PARK, TWYFORD, BERKSHIRE, RG10 9DN

† 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 make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Declared at

Twyford.

Day Month Year

x

On

04 07 2008

● Please print name

before me ●

JULIETTE MARY DONOVAN

Signed

Donovan

Date

4th July 2008

† 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

Aken Clayton Reeve

9 Church Street, Twyford Berks

RG10 9DN. Tel 0118 9828800

DX number 148723 DX exchange TWYFORD 2

Companies House receipt date barcode

This form has been provided free of charge
by Companies House

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 —

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

Company Name in full

ABI HANCOCK PHOTOGRAPHY LTD.

Proposed Registered Office

(PO Box numbers only, are not acceptable)

3 STANLAKE PARK

Post town

TWYFORD

County / Region

BERKSHIRE

Postcode

RG10 0BN

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

9

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.

3 STANLAKE PARK, TWYFORD

BERKSHIRE, RG10 0BN

Tel 01189 034 816

DX number

DX exchange

Companies House receipt date barcode

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for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

v 10/03

17

Company Secretary (see notes 1-5)

Company name

NAME

*Style / Title

MISS

*Honours etc

* Voluntary details

Forename(s)

GERALDINE SOPHIA

Surname

GOWTON

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 **

11 DENTON ROAD

THE MEADS

Post town

EASTBOURNE

County / Region

EAST SUSSEX

Postcode

BN22 7SS

Country

ENGLAND

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

Consent signature

G. S. Gowton

Date

5/6/2008.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MISS

*Honours etc

Forename(s)

HARRIET VICTORIA ABIGAIL

Surname

HAWCOCK

Previous forename(s)

Previous surname(s)

Address **

3 STANLAKE PARK

Post town

TWYFORD

County / Region

BERKSHIRE

Postcode

RG10 0BN

Country

ENGLAND

** 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

13 10 1972

Nationality

BRITISH

Business occupation

PHOTOGRAPHER

Other directorships

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

Consent signature

H. Hancock

Date

JUNE 5TH 2007

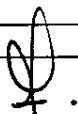
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>
Forename(s)		<input type="text"/>			
Surname		<input type="text"/>			
Previous forename(s)		<input type="text"/>			
Previous surname(s)		<input type="text"/>			
Address ^{††}		<input type="text"/>			
<input type="checkbox"/>		<input type="text"/>			
Post town		<input type="text"/>			
County / Region		<input type="text"/>	Postcode	<input type="text"/>	
Country		<input type="text"/>			
Date of birth		Day	Month	Year	Nationality
		<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Business occupation		<input type="text"/>			
Other directorships		<input type="text"/>			
		<input type="text"/>			
I consent to act as director of the company named on page 1					
Consent signature		<input type="text"/>		Date	<input type="text"/>

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



Date

05.06.2008

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date