

File Copy



CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company No. 06753775

The Registrar of Companies for England and Wales hereby certifies that
AUBURN ENTERTAINMENT 5 PLC

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

Given at Companies House on 19th November 2008



N06753775R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6753775

Company name

AUBURN ENTERTAINMENT 5 PLC

I,

SARAH CRUICKSHANK

of

**FLAT 3 134 CHURCH ROAD
LONDON
SE19 2NT**

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **19/11/2008**



X6GB74Y3

*Company Name
in full:* **AUBURN ENTERTAINMENT 5 PLC**

*Proposed Registered
Office:* **15 GOLDEN SQUARE
LONDON
W1F 9JG**

memorandum delivered by an agent for the subscriber(s): **No**

Company Secretary

Name **SARAH CRUICKSHANK**

Address: **FLAT 3 134 CHURCH ROAD
LONDON
SE19 2NT**

Consented to Act: **Y** *Date authorised* **19/11/2008** *Authenticated:* **YES**

Director 1:

Name **JOHN LEONARD BOYTON**

Address: **LITTLE WALTHAM LODGE MAIN ROAD
LITTLE WALTHAM
CHELMSFORD
ESSEX
CM3 3NZ**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **22/09/1947**

Consented to Act: **Y** *Date Authorised:* **19/11/2008** *Authenticated:* **YES**

Director 2:

Name **DUNCAN MURRAY REID**

Address: **96 WISE LANE
LONDON
NW7 2RD**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **09/07/1958**

Consented to Act: **Y** *Date Authorised:* **19/11/2008** *Authenticated:* **YES**

Director 3:

Name **PATRICK ANTHONY MCKENNA**

Address: **COXTIE HOUSE LINCOLNS LANE
COXTIE GREEN
BRENTWOOD
ESSEX
CM14 5RS**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **11/06/1956**

Consented to Act: **Y** *Date Authorised:* **19/11/2008** *Authenticated:* **YES**

Director 4:

Name **NEIL ANDREW FORSTER**

Address: **TREALAW PORTSMOUTH ROAD
MILFORD
SURREY
UNITED KINGDOM
GU8 5HW**

Nationality: **BRITISH**

Business occupation: **FINANCE DIRECTOR**

Date of birth: **08/12/1970**

Consented to Act: **Y** *Date Authorised:* **19/11/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **19/11/2008**

Authenticated: **Yes**

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 \par 3. \tab The Company is a public limited company.
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 property management: estate agents: financial brokers: financial advisers: conf
 nt and machinery: dealers in property and estates: property developers and inves
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 of theatres, cinemas and all other kinds of entertainments and sporting events:
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 ghts, privileges, concessions, patents, patent rights, licences, secret processe
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 \par (d) \tab To erect, construct, lay down, enlarge, alter and maintain any road
 o contribute to or subsidise the erection, construction and maintenance of any o
 \par
 \par (e) \tab To borrow or raise or secure the payment of money for the purposes

ding society. To mortgage and charge the undertaking and all or any of the real , and for such consideration and with and subject to such rights, powers, privil the Company by a trust deed or other assurance.

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\par (f)\tab To issue and deposit any securities which the Company has power to s of the Company or of its customers or other persons or corporations having dea
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\par (g)\tab To receive money on deposit or loan upon such terms as the Company o any person, firm or company (including without prejudice to the generality of ndemnity and suretyships of all kinds, to receive money on deposit or loan upon cluding without prejudice to the generality of the foregoing any such holding co
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\par (h)\tab To enter into any arrangements with any government or authority or mply with the same.

\par
\par (i)\tab To grant pensions, annuities, allowances, gratuities, superannuatio time is or was a subsidiary or a holding company of the Company or another subsi ns, to establish and maintain or concur in establishing and maintaining trusts, ions, and to support or subscribe to any charitable funds or institutions, the s ther establishment or profit sharing scheme calculated to advance the interests
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\par (j)\tab To draw, make, accept, endorse, negotiate, discount and execute pro
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\par (k)\tab To purchase and maintain for any director, other officer or auditor) any liability which by virtue of any rule of law would attach to him in respec
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\par (l)\tab To invest and deal with the moneys of the Company not immediately r
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\par (m)\tab To pay for any property or rights acquired by the Company, either i wise, or by any securities which the Company has power to issue, or partly in o
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\par (n)\tab To accept payment for any property or rights sold or otherwise disp d or preferred or special rights or restrictions in respect of dividend, repayme mode and partly in another, and generally on such terms as the Company may deter
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\par (o)\tab To enter into any partnership or joint-purse arrangement or arrange pany, and to acquire and hold, sell, deal with or dispose of shares, stock or se to subsidise or otherwise assist any such company.

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\par (p)\tab To establish or promote or concur in establishing or promoting any y manner calculated to advance directly or indirectly the objects or interests o curities issued by or any other obligations of any such company.

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\par (q)\tab To purchase or otherwise acquire and undertake all or any part of t
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\par (r)\tab To sell, improve, manage, develop, turn to account, exchange, let o or any of the property and assets for the time being of the Company for such co
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\par (s)\tab To amalgamate with any other company whose objects are to include o or any such other company as aforesaid with or without winding up, or by sale or p, or any arrangement of the nature of partnership, or in any other manner.

\par
\par (t)\tab To distribute among the members and creditors of the Company in spe cept with the sanction (if any) for the time being required by law. To cease c tory.

\par
\par (u)\tab To do all or any of the above things in any part of the world, and r otherwise.

\par
\par (v)\tab To do all such things as are incidental or conducive to the above o

or otherwise to advance the interests of the Company or of its members.

And it is hereby declared that in the construction of this clause the word "Company" shall include any subsidiary or associated company of the Company, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the Memorandum of Association of the Company may be carried out in as full and ample a manner and shall be construed accordingly.

5. The liability of the members is limited.

6. The Company's share capital is:

£1,000,000 divided into 1,000,000 shares of £1 each.

The shares in the original or any increased capital may be divided into several series, voting or otherwise.

We, the several persons whose names and addresses are subscribed at the end of this Memorandum, hereby certify that we are the subscribers of the above share capital of the Company, and that we have taken and agreed to take the shares therein allotted to us respectively.

Lincolns Lane
Coxtie Green
Brentwood
Essex
CM14 5RS

Witness my hand and seal this 18th day of November 2008.

Dated: 18 November 2008

Witness to the above signatures:

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 dispose of any shares of the Company up to the authorised but unissued share ca
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 curities to be allotted after the expiration of such authority and, accordingly,
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 any securities into, shares in the Company if such allotment, or an allotment i
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the 1985 Act. The Directors may appoint a person who is willing to act to be a Director.
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tor may also be removed from his office by not less than twenty four hours' notice
ply to the Company.
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elephone or similar form of communication equipment provided that all persons present
and shall accordingly be counted in a quorum and be entitled to vote. Subject to
validly and effectively transacted at a meeting of the Directors or of a committee
ce where the largest group of those participating is assembled or, if there is no
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ractice and participate in the profits of any contract or arrangement with the Company
Company and may be counted in the quorum at any meeting at which any such matter
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or any part thereof, and, subject to Section 80 of the 1985 Act, to issue debentures
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n the quorum present at any meeting of the Directors or, if otherwise so entitled
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ions taken by a sole member under the provisions of these Articles.
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