



COMPANIES HOUSE

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003718

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This form must be completed for all
'Place of Business' registrations.
(See note below for re-registration
from a 'Branch')

This form should be completed in black

Return and declaration delivered for registration of a place of business of an overseas company

(Pursuant to section 691 of the Companies Act 1985)

Previous branch number
(if applicable)

Company name

Country of incorporation

FC19958

For official
use only

LACARTUJA ELEVEN LIMITED

GIBRALTAR

Address of place of business in
Great Britain

PRIORY COURT

TUSCAM WAY

Post town CAMBERLEY

County / Region SURREY

Postcode GU15 3YX

Either

Constitution of the company

(See notes 1 and 2)
(A certified English translation must
be included)

* Delete as applicable

Mark appropriate box(es)

A certified copy of the



Instrument(s) constituting or defining the constitution of
the company; and



A certified translation

* is/are delivered for registration

The company must deliver
certified copies of its
constitutional documents
(with certified translations),
and the particulars of the
company's directors and
secretary.

However, if the company is
closing a branch registration
and effecting a place of business
registration, it may rely on the
documents or the particulars of
the directors and secretary
previously filed in
that part of Great Britain

OR

The



The constitutional documents (and a certified translation *)

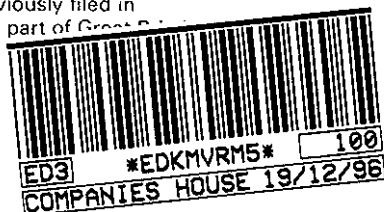
* and / or



Particulars of the current directors and secretary(ies)

were previously delivered in respect of a branch of the company
registered at this registry

Branch Number



Directors (See notes 3, 4 and 5)**Name*****Style/Title****Forenames****Surname*****Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

(See note 5)

Business occupation
(if any). If none
other directorships.

CD	MR	
	PETER RONALD	
	HUTCHINSON	
	—	
	—	
	—	
AD	RUEFIELD	
	LOWER CHURCH ROAD	
	Post town SANDHURST	
	County/Region BERKSHIRE	
	Postcode	Country ENGLAND
DO	070950	Nationality NA BRITISH
OC	CHARTERED ACCOUNTANT	
OD	SEE ATTACHED LIST	

Name***Style/Title****Forenames****Surname*****Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

(See note 5)

Business occupation
(if any). If none
other directorships.

CD	MRS	
	JON ELIZABETH	
	POPE	
	—	
	—	
	—	
AD	WEST OVER	
	FIRGROVE ROAD	
	Post town YATELEY	
	County/Region SURREY	
	Postcode	Country ENGLAND
DO	101051	Nationality NA BRITISH
OC	CHARTERED COMPANY DIRECTOR	
OD	SEE ATTACHED LIST.	

*** Voluntary details**

Notes

- 1 The copy of the instrument constituting or defining the constitution of the company must be certified in the place of incorporation of the company to be a true copy:—
 - (a) by an official of the Government to whose custody the original is committed; or
 - (b) by a notary public; or
 - (c) by an officer of the company on oath taken before:
 - (i) a person having authority in that place to administer an oath; or
 - (ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889.
- 2 The translation of the instrument must be certified to be a correct translation:-
 - (a) if the translation was made in the United Kingdom, by
 - (i) a notary public in any part of the United Kingdom;
 - (ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or
 - (iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English; or
 - (b) if the translation was made outside the United Kingdom, by
 - (i) a notary public;
 - (ii) a person authorised in the place where the translation was made to administer an oath;
 - (iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889;
 - (iv) a person certified by a person mentioned above to be known to him to be competent to translate the document into English.
- 3 'Director' includes any person who occupies the position of a director, by whatever name called.
- 4 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames 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 forenames or surname 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.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you 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.
- 5 In the case of an individual who has a business occupation, this occupation should be named. In the case of an individual who has no business occupation but who holds other directorships, particulars should be given of them.
- 6 Where all the partners in a firm are joint secretaries, only the firm name and its principal office need be given.
- 7 Use photocopies of the relevant section(s) of this form to provide details of additional directors, joint secretaries or persons authorised.
- 8 If made in a foreign country the declaration may be made before any British official mentioned in section 6 of the Commissioners for Oaths Act 1889 or, before any person having authority to administer an oath in that country.
- 9 If the company establishes a place of business in England and Wales AND in Scotland whether at the same time or not a separate form must be sent to each Registrar.

Declaration (See note 8)

Full name and address

[†] delete as applicable

I JANETTE PATRICIA GRAHAM
of (address) 1 VICTORIA COURT, SHEET STREET
WINDSOR, BERKSHIRE

a [†] director/ [†] secretary/ [†] person authorised to accept on the company's behalf
service of process or any notices required to be served on it, do solemnly and
sincerely declare that the company established its place of business in Great
Britain on

17 12 96

(enter date)

and I make this solemn declaration conscientiously believing the same to be true
and by virtue of the provisions of the Statutory Declarations Act 1835.

Signed

J.P. Graham

Declared at

FLEET

HAMPSHIRE

the 18th day of December

one thousand nine hundred and NINETY-SIX

before me ALBERT JOHN WOOD

A. J. WOOD

NOTARY PUBLIC

A Commissioner for Oaths ^{AND} Notary Public or Justice of the Peace or Solicitor
having the powers conferred on a Commissioner for Oaths. (See note 8)

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information on this form?

SHARON BREED, HUTCHINSON & CO TRUST CO
PRIORY COURT, TUSCAN WAY, CAMBERLEY
SURREY Postcode GU15 3YX
Telephone 01276 675111 Extension 151

Please ensure the form is fully
completed and then send it to
the Registrar of Companies at
(See note 9)

Companies House, Crown Way, Cardiff CF4 3UZ
for companies establishing a place of business in England and Wales
Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
for companies establishing a place of business in Scotland

Person(s) authorised *(continued)*

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf service of process and any notice required to be served on it.

*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

*Voluntary details

Joy Elizabeth Pope - List of Directorships

A.U.B. Ltd
Atar Ltd
Balcon Del Mar Properties Ltd
Bali Beach Club Title Ltd
Barnsdale Country Club Title Ltd
Barringtons Title Ltd
Bedugul Lake View Title Limited (formerly Klub Plaza Title Limited)
Bellasol Properties Limited
BFW Marketing Limited
Caribbean Islands Club Tobago Title Limited
Chateau De Maulmont Title Ltd
Chaweng Title Ltd.
Chayofa Properties (No 2) Ltd
Chayofa Properties Ltd
Clearwater Properties Ltd
Club Maritimo Properties Ltd
Club Nirvana Limited
Countess Cruises Title Limited
CSV Title BC Ltd
CSV Title CA Ltd
CSV Title CC Ltd
CSV Title CLM Ltd
CSV Title CMR3 Ltd
CSV Title GC Ltd
CSV Title HCTC Ltd
CSV Title Ltd
CSV Title MG Ltd
CSV Title Oasis Ltd
CSV Title PA Ltd
CSV Title PM Ltd
CSV Title TP Ltd
CSV Title VBC Ltd
El Chaparil Properties Limited
Emden Ltd
Esmeralda Beach Club Properties Ltd
European Security Ltd
Fabulous Ltd
Factum Ltd
Greater Ltd
Greenhurst Ltd
Halter Ltd
Harland Leisure Ltd
Hever Country Hotel Limited
Hutchinson & Co (India). Leisure Properties Ltd
Hutchinson & Co Limited

Hutchinson & Co Trust Company Limited
HTC Nominees Limited
HTC Secretarial Services Limited
Imperial Park Country Club Properties Ltd
Izzy Ltd
Jagger Ltd
Jomtien Beach Paradise Title Limited
Kingston Cottages Title Limited
La Cartuja Eleven Limited
La Cartuja Fourteen Limited
La Cartuja Properties Limited
La Cartuja Thirteen Limited
La Cartuja Thirty - One Limited
La Cartuja Thirty - Three Limited
La Cartuja Thirty - Two Limited
La Cartuja Thirty Four Limited
La Cartuja Twelve Limited
La Cartuja Twenty - One Limited
Lagos de Cesar Properties Limited
La Siesta Title Limited
Laguna De Boracay Properties Ltd
Lawman Ltd
Lawson Developments Ltd
LDB Property Limited
Llethr House Vacation Club Limited
Luxury Properties Ltd
Maximus Ltd
Meadway Developments Ltd
Moraira Holiday Club Properties Ltd
Multiclub Mondial Title Ltd
Nelson Properties Limited
Oasis Club Properties Ltd
Onshore Ltd
Opentop Ltd
Parque Albatross Properties Ltd
Pent Ltd
Pentine Ltd
Pueblo Canario Property Limited
Pueblo Canario Title Limited
Quinta Da Lagoa Estates Ltd
Roseland Property Ltd
Route Ltd
Spurvale Ltd
Starlink developments Ltd
Stratford Court Title Limited
Stratford Court Cruisers Limited
Sunray Leisure Ltd
Sunscape Ltd

Topclass Leisure Ltd
Topcrown Leisure Ltd
Torrenueva Park Properties Limited
Transworld Properties Limited
Veca Ltd
Ventura Properties Limited
Vista Natalia Title Limited
Worldcrown Ltd

Peter Ronald Hutchinson - List of Directorships

A.U.B. Ltd
Andrew Properties Limited
Atar Ltd
Balcon Del Mar Properties Ltd
Bali Beach Club Title Ltd
Barnsdale Country Club Title Ltd
Barringtons Title Limited
Bedugul Lake View Title Limited
Bellasol Properties Limited
Bexley Properties Limited
Caribbean Islands Club Tobago Title Limited
Chateau De Maulmont Title Ltd
Chaweng Title Ltd.
Chayofa Properties (No 2) Ltd
Chayofa Properties Ltd
City Propetries Limited
City Properties (No 2) Limited
Clearwater Properties Ltd
Club Ia Mar Title limited
Club Maritimo Properties Ltd
Club Nirvana Limited
Countess Cruises Title Limited
CSV Title BC Limited
CSV Title CA Limited
CSV Title CC Limited
CSV Title CLM Limited
CSV Title CMR3 Limited
CSV Title GC Limited
CSV Title HCTC Limited
CSV Title Limited
CSV Title MG Limited
CSV Title Oasis Limited
CSV Title PA Limited
CSV Title PM Limited
CSV Title VBC Limited
El Chaparil Properties Limited
Emden Limited
Esmeralda Beach Club Properties Limited
European Security Limited
Fabulous Limited
Factum Limited
Greater Ltd
Greenhurst Ltd
Guinate Club Title Limited
Halter Ltd

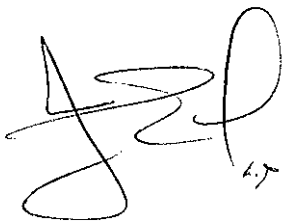
Harland Leisure Ltd
Harwood Properties Title Limited
Hever Country Hotel Limited
Hutchinson & Co (India) Leisure Properties Ltd
Hutchinson & Co Limited
Hutchinson & Co Trust Company Limited
Imperial Park Country Club Properties Ltd
Izit Ltd
Jagger Ltd
Jomtien Beach Paradise Title Ltd
Kingston Cottages Title Limited
La Cartuja Eleven Limited
La Cartuja Fourteen Limited
La Cartuja Properties Limited
La Cartuja Thirteen Limited
La Cartuja Thirty - One Limited
La Cartuja Thirty - Three Limited
La Cartuja Thirty - Two Limited
La Cartuja Thirty Four Limited
La Cartuja Twelve Limited
La Cartuja Twenty - One Limited
Lagos de Cesar Properties Limited
La Siesta Title Limited
Laguna De Boracay Properties Ltd
Lawman Ltd
Lawson Developments Ltd
LDB Property Ltd
Lindley Properties Title Limited
Llethr House Vacation Club Limited
Luxury Properties Ltd
Maximus Ltd
Meadway Developments Ltd
Moraira Holiday Club Properties Ltd
Multiclub Mondial Title Ltd
Oasis Club Properties Limited
Onshore Ltd
Opentop Ltd
Parque Albatross Properties Ltd
Pent Ltd
Pentine Ltd
Pueblo Canario Property Limited
Pueblo Canario Title Limited
Quinta Da Lagoa Estates Ltd
Roseland Property Ltd
Route Ltd
Sol y Vista Title Limited
Spurvale Ltd
Starlink developments Ltd

Stratford Court Title Limited
Stratford Court Cruisers Limited
Sunray Leisure Ltd
Sunscape Ltd
Topclass Leisure Ltd
Topcrown Leisure Ltd
Torrenueva Park Properties Limited
Transworld Properties Limited
Veca Ltd
Velston Properties Title Ltd
Ventura Properties Limited
Venture Title Limited
Vista Natalia Title Limited
Worldcrown Ltd

Memorandum & Article of Association
and
Certificate of Incorporation
of

LA CARTUJA ELEVEN LIMITED

I CERTIFY THAT THIS
DOCUMENT IS A TRUE
COPY OF THE ORIGINAL

A handwritten signature in black ink, appearing to be 'J. J. J.', with a small '4.7' written below it.

Director

Presented By:

Valmet
Suites 7B & 8B
50 Town Range
Gibraltar

Certificate of the Incorporation of a Company



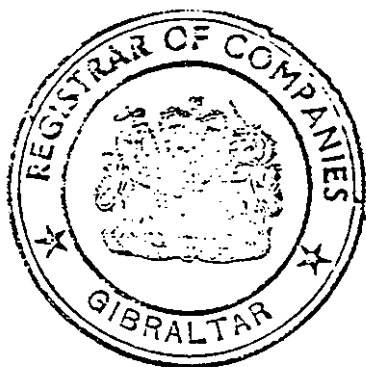
No. of Company:....17722.....

I HEREBY CERTIFY that

-----LA CARTUJA ELEVEN LIMITED -----
.....

***is this day incorporated under the Companies
Ordinance and that the Company is limited.***

***Given under my hand at Gibraltar, this 11th.....
day of.....September...One thousand nine hundred
and..eighty-seven.....***



J. Smith
Registrar of Companies.



THE COMPANIES ORDINANCE
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
LA CARTUJA ELEVEN LIMITED

1. The name of the Company is "LA CARTUJA ELEVEN LIMITED".
2. The registered office of the Company will be situate in Gibraltar.
3. The objects for which the Company is established are:-
 - (a) To acquire a residential flat to be selected by the Company hereinafter referred to as "the flat".
 - (b) To maintain, manage, administer and deal with the flat for the accommodation and use and otherwise for the benefit of the members of the Company in accordance with the special rights attaching to each of the shares of which they are the holders for the time being, and for that purpose, to enter into contracts with members regulating their use of the flat and with third parties for the repair, care and maintenance of the flat.
 - (c) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
 - (d) To borrow or raise and give security for money by the issue of, or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge upon all or any part of the property of the Company.
 - (e) To do all such other lawful things as are ancillary or incidental or conducive to the attainment of the above objects.
4. The liability of the members is limited.
5. The share capital of the Company is £104 divided into 52 special shares of £2 each to be numbered 1 to

52.

6(1) Subject to the regulations from time to time made by the Directors, the holders of each share will be entitled to occupy and use the flat as licensee at will thereof for the period of one week in every year specified in the Schedule hereto which Schedule shall be deemed to be part of this Memorandum subject to indemnity in respect of damages caused to the flat and payment of the annual service charge attributable to such occupation as ascertained and fixed by the Directors on an annual basis in a sum representing a fiftieth part of the costs and expenses of repair and maintenance of the flat in a tenantable state of repair furnished and equipped to the standard consistent with that required of a bedroom in a first class hotel in Spain as ascertained and fixed by the Directors on an annual basis.

(2) For the purposes of Section 61 of the Companies Ordinance, each share shall be deemed to constitute a special class and no variation of the rights or special rights attaching thereto shall be made except with the consent of the holder thereof expressed in writing.

(3) Save as aforesaid all the shares of the Company shall rank pari passu as to dividend and as to the right to attend and vote at general meetings of the Company and on a winding-up.

THE SCHEDULE above referred to

In this Schedule the term weeks means 52 periods of seven days each in every year commencing as shall be determined by the Company from time to time and each week of the year shall be numbered consecutively from 1 to 52 both inclusive.

SPECIAL SHARE NUMBER	WEEK NUMBER	SPECIAL SHARE NUMBER	WEEK NUMBER
1	1	27	27
2	2	28	28
3	3	29	29
4	4	30	30
5	5	31	31
6	6	32	32
7	7	33	33
8	8	34	34
9	9	35	35
10	10	36	36
11	11	37	37

SPECIAL SHARE NUMBER	WEEK NUMBER	SPECIAL SHARE NUMBER	WEEK NUMBER
12	12	38	38
13	13	39	39
14	14	40	40
15	15	41	41
16	16	42	42
17	17	43	43
18	18	44	44
19	19	45	45
20	20	46	46
21	21	47	47
22	22	48	48
23	23	49	49
24	24	50	50
25	25	51	51
26	26	52	52

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 Description
of Subscribers

Number of Shares
taken by each Subscriber

Derek Galliano
5, Calpe House,
Moorish Castle Estate,
Gibraltar.

ONE

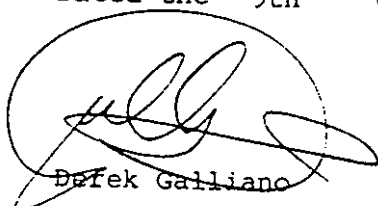
Accountant.

Mesod Benggio
21/8, Main Street,
Gibraltar.

ONE

Clerk.

Dated the 9th day of September 1987.

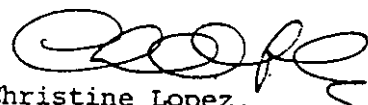


Derek Galliano



Mesod Benggio

Witness to the above Signatures:-



Christine Lopez,
12/2, Crutchett's Ramp,
Gibraltar
Company Executive.



THE COMPANIES ORDINANCE
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
LA CARTUJA ELEVEN LIMITED

PRELIMINARY

1(1) In these regulations "the Ordinance" means the Companies Ordinance.

(2) When any provision of the Ordinance is referred to, the reference is to that provision as modified by any statute for the time being in force.

(3) Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meanings so defined.

2. The regulations in Table "A" in the First Schedule to the Companies Ordinance, shall apply to the Company, but in case of any variation or inconsistency between these Articles and Table "A", these Articles shall prevail.

3. The Company is a "Private Company" within the meaning of Section 26 of the Ordinance, and accordingly the following provisions shall have effect:-

(a) The Company shall not offer any of its shares or debentures to the public for subscription.

(b) The number of the members of the Company not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company were while in that employment and have continued after the determination of that employment to be members of the Company shall not, at any time, exceed fifty.

(c) The right to transfer shares in the Company shall be restricted in the manner hereinafter provided.

SHARE REGISTER

4. The Company shall not keep any register of shares outside Gibraltar.

CALLS ON SHARES

5. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares.

TRANSFER AND TRANSMISSION OF SHARES

6. The Directors may decline to register any transfer in their absolute discretion and without assigning any reason therefor. The Directors may decline to recognise any instrument of transfer unless the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

7. If the Directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal. PROVIDED that nothing contained in this regulation will entitle the Directors to decline to register any transfer which may have been approved by a resolution of the Company in general meeting.

DIRECTORS

8. Any Director may appoint in writing any person, who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors, at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote there as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them.

PROCEEDINGS OF DIRECTORS

9(1) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall when the number of Directors exceeds three, be three, and when the number of Directors does not exceed three, be two.

(2) Notwithstanding any other provision in the Articles of Association of the Company (including Table "A" in so far as the provisions thereof are applicable) the business of the Company may be managed by a single Director appointed to be a sole Director, and whilst a single Director so appointed shall be in office, such single Director will be empowered to exercise all the powers of the Board of Directors alone. Such single Director will make and sign a Minute in respect of any exercise of his powers pursuant to this Article and attach the same in the Minute Book as if such Minute was a resolution of the Board of Directors and such Minute will have the same effect as a resolution of the Board of Directors duly convened held and constituted.

10. A resolution in writing signed by all the Directors for the time being and incorporated in or attached to the Minute Book shall be valid and effectual as if it had been passed at a meeting of the Directors duly convened, held and constituted.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS


Derek Galliano,
5, Calpe House,
Moorish Castle Estate,
Gibraltar.

Accountant.


Mesod Benggio,
21/8, Main Street,
Gibraltar.

Clerk.

Dated this 9th day of September 1987.




Derek Galliano



Mesod Benggio

Witness to the above signatures:-



Christine Lopez,
12/2, Crutchett's Ramp,
Gibraltar.

Company Executive.

FILE COPY



**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Establishment of a place of business)

Company No. FC019958

The Registrar of Companies for England and Wales hereby certifies that

LA CARTUJA ELEVEN LIMITED

has this day been registered under Section 691 of the Companies Act 1985 as having established a place of business in England and Wales

Given at Companies House, Cardiff, the 19th December 1996

For The Registrar Of Companies



C O M P A N I E S H O U S E