



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

Company No. 3006294

The Registrar of Companies for England and Wales hereby certifies that  
PANORAMA INTERNATIONAL 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 5th January 1995



\*N03006294B\*

A handwritten signature in black ink, appearing to read 'Mrs. L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



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

HC007B

# G

COMPANIES FORM No. 12

# 12

## Statutory Declaration of compliance with requirements on application for registration of a company

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

--	--	--	--

--

Name of company

* PANORAMA INTERNATIONAL LIMITED
----------------------------------

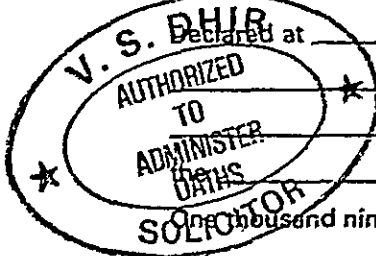
\* insert full  
name of Company

I, Balvinder Chowdhary on behalf of Apex Company Services Limited  
of 46a Syon Lane  
Osterley  
Middlesex, TW7 5NQ

† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~[person named as director or secretary of the company]~~  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act 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  
provisions of the Statutory Declarations Act 1835

Declarant to sign below



Declared at 60, The Drive,  
Isleworth,  
Middlesex.  
15<sup>th</sup> day of December  
one thousand nine hundred and Ninety four  
before me V. S. Dhir  
Solicitor

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

DHIR & COMPANY,  
SOLICITORS  
60, THE DRIVE,  
ISLEWORTH  
MIDDLESEX TW7 4AD  
Telephone 031-560-7428

Presentor's name address and  
reference (if any):

Apex Company Services Ltd  
46a Syon Lane  
Osterley  
Middlesex  
TW7 5NQ

For official Use

New Companies Section

Post room

--	--



COMPANIES HOUSE

10

**Statement of first directors and  
secretary and intended situation  
of registered office**

This form should be completed in black.

Company name (in full)

CN

For official use

PANORAMA INTERNATIONAL LIMITED

Registered office of the company on  
incorporation.

RO

158-160 CROMWELL ROAD

Post town LONDON

County/Region

Postcode SW5 0TL

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

X

Name APEX COMPANY SERVICES LTD

RA

46A SYON LANE

Post town OSTERLEY

County/Region MIDDLESEX

Postcode TW7 5HQ

Number of continuation sheets attached

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

APEX COMPANY SERVICES LTD

46A SYON LANE OSTERLEY

MIDDLESEX

Postcode TW7 5HQ

Telephone 081 568 6785

Extension


**Company Secretary** (See notes 1 - 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.

**Consent signature**

<b>CS</b>	MR.
	ANTONIO
	VENUTI
<b>AD</b>	160 CROMWELL ROAD
	Post town LONDON
	County/Region
	Postcode SW5 0TL
	Country ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	 Date 16/12/94

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

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

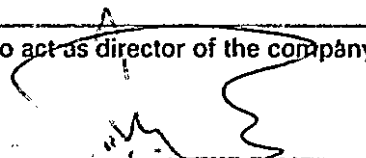
**Address**

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

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

**Consent signature**

<b>CD</b>	MR.
	NICK
	ARGYROPOULOS
<b>AD</b>	FLAT 25 WELLINGTON COURT
	116 KNIGHTSBRIDGE
	Post town LONDON
	County/Region
	Postcode SW1X 7PL
	Country ENGLAND
<b>DO</b>	2 8 0 2 6 3
	Nationality NA GREEK
<b>OC</b>	COMPANY DIRECTOR
<b>OD</b>	NONE
I consent to act as director of the company named on page 1	
Signed	 Date 16/12/94

**Company Secretary** (See notes 1 - 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.

**Consent signature****CS**

APEX COMPANY SERVICES LIMITED

**AD**

46A SYON LANE

OSTERLEY

Post town

County/Region MIDDLESEX

Postcode TW7 5NQ

Country ENGLAND

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

Signed

Date

16/12/94

**Directors** (See notes 1 - 5)*Please list directors in alphabetical order.*

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

Business occupation

Other directorships

**\* Voluntary details****CD****AD**

Post town

County/Region

Postcode

Country

**DO**

Nationality

**NA****OC****OD**

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

Signed

Date

**Consent signature**

**Directors** (continued)

(See notes 1 - 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


Business occupation

Other directorships

**\* Voluntary details****Consent signature**

<b>CD</b>	
<b>AD</b>	
Post town	
County/Region	
Postcode	Country
<b>DO</b>	Nationality <b>NA</b>
<b>OC</b>	
<b>OD</b>	
I consent to act as director of the company named on page 1	
Signed	Date

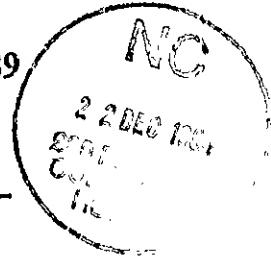
Delete if the form  
is signed by the  
subscribers.

	16/12/94
Signature of agent on behalf of all subscribers	Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date



COMPANY LIMITED BY SHARES

3006294

## *Memorandum of Association of*

### PANORAMA INTERNATIONAL LIMITED

1. The name of the Company is:- PANORAMA INTERNATIONAL LIMITED
2. The Registered Office of the Company will be situated in England.
3. The Objects for which the Company is established 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 capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.
  - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable 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.
  - (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
  - (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
  - (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

235749

- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customs and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

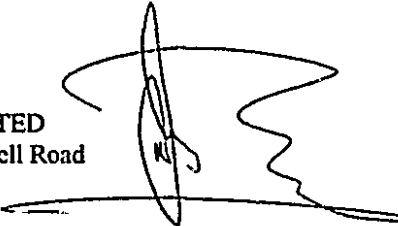
All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

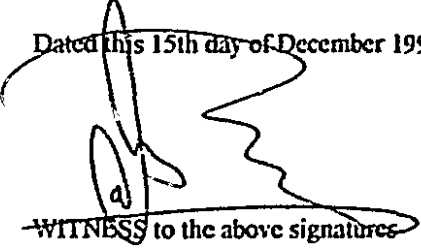
5. The share capital of the Company is £50,000 divided into 50,000 shares of £1 each.



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
 METMIX LIMITED 158-160 Cromwell Road London SW5 0TL	ONE HUNDRED
TOTAL NUMBER OF SHARES TAKEN	ONE HUNDRED

Dated this 15th day of December 1994

  
~~WITNESS~~ to the above signatures

NICK ARGYROPOULOS  
Flat 25 Wellington Court  
116 Knightsbridge  
London SW1X 7PL

# **The Companies Act, 1985 And 1989**

---

## **COMPANY LIMITED BY SHARES**

---

### *Articles of Association of*

#### **PANORAMA INTERNATIONAL LIMITED**

##### **PRELIMINARY**

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

##### **CAPITAL**

3. The initial share capital of the Company is £50,000 divided into 50,000 shares of £1 each.
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.
5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

##### **TRANSFER OF SHARES**

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of Regulation 24 shall not apply to the company.

## **DIRECTORS**

7. No person shall be appointed a Director at any general meeting unless:-
- (a) he is recommended by the Directors; or
  - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed.
8. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
9. 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 fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for re-appointment at such annual general meeting. If not so re-appointed he shall vacate office at the conclusion thereof.
10. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.
11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.
13. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attended to age of seventy years or any other age.

## **BORROWING POWERS**

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **SECRETARY**

15. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.
16. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.

## **DIRECTORS**

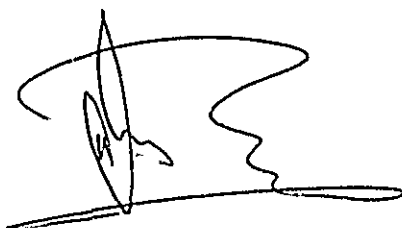
17. The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.
18. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all powers, discretions and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

---

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

---

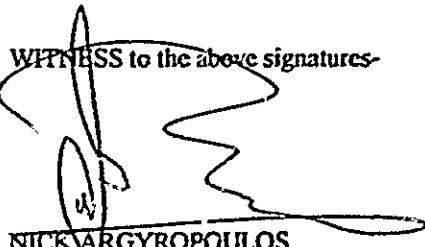
METMIX LIMITED  
158-160 Cromwell Road  
London  
SW5 0TL



---

Dated this 15th day of December 1994

WITNESS to the above signatures-



NICK ARGYROPOULOS  
Flat 25 Wellington Court  
116 Knightsbridge  
London SW1X 7PL