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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**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

For official use

For official use



Name of company

* RUPUS LIMITED

* insert full
name of Company

I, LEONIE RUTH LAWSON
of Dorland House, 14/16 Regent Street, London SW1Y 4PH

† 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 40(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

Declared at 14-16 Dorland
House London SW1

Declarant to sign below

the 13th day of October

One thousand nine hundred and six

before me [Signature]

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

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

Walsh Lawson & Fireman
Dorland House
14/16 Regent Street
LONDON
SW1Y 4PH

For official Use
New Companies Section

Post room

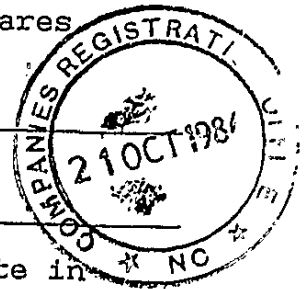


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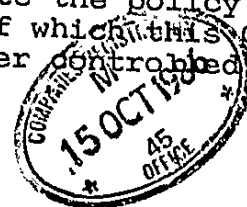
21 50 12
LONDON & LONDON
1985

MEMORANDUM
of ASSOCIATION
of RUPUS LIMITED

The Companies Act 1985
Company Limited by Shares



1. The name of the Company is RUPUS LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on the business of a finance and investment company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing and debentures, debenture stock or other securities or obligations; to construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, to undertake and provide management, administration and consultancy services of all kinds and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by, or connected with this Company.



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- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, 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 necessary or convenient for the purposes of or in connection with the Company's business, and to let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company may determine.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stock, or other securities of any kinds whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any government or authority, municipal, local or otherwise, whether at home or abroad, 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 the ownership thereof.
- (F) To borrow or receive money on deposit either without security 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 as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary, as defined by the said section of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the Company

by a trust deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (H) 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 this Company is a member or is otherwise interested, and generally as the directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights and information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) 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 this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold or dispose of shares, stocks or securities issued by, or any other obligations of, any such company.
- (M) To draw, accept, indorse, discount, issue and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) 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 Company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or 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 Company may determine.

- (P) 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 of 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, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) 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 this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, 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 Company may think fit.
- (T) 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 the dependents of such persons and to establish and maintain or concur in 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 dependents.
- (U) To subscribe to or otherwise aid the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

- (V) Upon any issue of shares, debentures or other securities of the Company to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash, or by the issue of shares, debentures or other securities of the Company or by the granting of options to take the same or in any other manner allowed by law.
- (W) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise and to act as agents and brokers (but not as stock or share brokers).
- (X) 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.
- (Y) To do all or any of the things hereinbefore authorised in any part of the world, either alone or in conjunction with others, as principal or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (Z) To do all such other things are are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when 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 forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, 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 said sub-clauses.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1000 Shares of £1 each

WE, the several persons whose names and addresses 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

Numbers of Shares taken by each Subscriber.

DAVID WALSH

ONE

14/16 REGENT STREET

London SW1Y 4PH

Solicitor



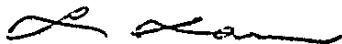
LEONIE RUTH LAWSON

ONE

14/16 REGENT STREET

London SW1Y 4PH

Solicitor



DATED the

7th

day of *October* 1986

WITNESS to the above signatures:

ROBERT CALZOLARI

14/16 Regent Street
London SW1Y 4PH

Solicitor



The Companies Act 1985
Company Limited by Shares

ARTICLES OF ASSOCIATION

of

RUPUS LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company.
2. Regulations 30, 46, 64, 69, 73 to 80 (inclusive), 85, 94 and 95 of Table A shall not apply to the Company, but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private limited company, and accordingly:-
 - (a) no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
 - (b) no shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 (1)-(7) of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

SHARES

5. Subject to the provisions of the next following Regulation the Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80 of the Act) up to the amount of the authorised but unissued share capital of the Company at the date hereof provided that this authority shall expire on the day preceding the fifth anniversary of the incorporation of the Company.

6. Subject to Article 10 below Regulation 35 of Table A shall apply to the Company.

LIEN

7. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.
8. The Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to any amount payable in respect of it.
9. All shares to be sold in the enforcement of the Company's lien or rights of forfeiture shall be offered as if they were unissued shares of the Company. Regulations 9 and 20 of Table A shall be modified accordingly.

TRANSFER OF SHARES

10. (A) (i) Unless in any particular case the holders of all the shares in issue otherwise agree in writing or the transfer falls within paragraph (A)(ii) below of this Article, none of the shares of the Company shall be transferred and the Directors shall not register any transfer of any shares of the Company except pursuant to this Article.
- (ii) Every Member may transfer any of his shares to one or more of the following:-
- (a) his spouse;
 - (b) his infant children;
 - (c) a company controlled by him;
 - (d) being a company, another company within the same group of companies as the Member;
 - (e) his nominee.
- (B) Every Member (or other person entitled to transfer) who wishes to transfer any of his shares or to dispose of any interest therein (hereinafter called "the Vendor") shall serve on the Directors of the Company a notice in writing of his wish so to do. Such notification (hereinafter called a "Transfer Notice") shall state the number and class of shares which the Vendor desires to transfer or dispose of and shall constitute the Directors his agents for the sale of such shares (hereinafter called "the Sale Shares") at the Sale Price (as defined in paragraph (G) of this Article). The

Transfer Notice shall (if known) also give details of the person to whom the Vendor wishes to transfer the Sale Shares in the event that no purchaser shall have been found pursuant to paragraphs (C) to (E) (both paragraphs inclusive) of this Article. A Transfer Notice once given shall not be capable of being withdrawn except with the sanction of the Directors.

- (C) Within 7 days after a Transfer Notice has been received by the Directors or is deemed to have been given or, if later, within 7 days after the Sale Price shall have been determined, the Directors shall offer the Sale Shares giving details in writing of the number of the Sale Shares and the Sale Price (the "Offer Notice") to the Members on the Register at that date, and inviting each such Member to state in writing within 21 days from the date of the Offer Notice whether he is willing to purchase any or all of the Sale Shares at the Sale Price and if so, the maximum number thereof. The Directors shall also give details to the Members on the Register of the person to whom the Vendor wishes to transfer the Sale Shares in the event that no Purchaser shall have been found pursuant to paragraphs (C) to (E) (both paragraphs inclusive) of this Article. At the expiration of the said period if the Directors have received acceptances in respect of all the Sale Shares, they shall allocate the Sale Shares to or amongst the Member or Members who have accepted the offer pro-rata in the proportion as nearly as the circumstances will admit to the number of shares in the Company then held by them respectively.
- (D) The Directors shall on the expiration of the above period give notice to the Vendor of the numbers of Sale Shares which Members are willing to purchase. If the Directors shall have found Members willing to purchase all (but not some only) of the Sale Shares, the Vendor shall be bound, on receipt of the Sale Price per share, to transfer the Sale Shares to the purchasers specified by the Directors in accordance with this Article.
- (E) If the Vendor, after having become bound to transfer any Sale Shares to a purchaser, makes default in so doing, the Directors shall authorise some person to execute any necessary transfers of the Sale Shares in favour of the purchaser or purchasers and shall enter the name(s) of the purchaser(s) in the Register of Members as the holder(s) of such of the Sale Shares as shall have been transferred to them as aforesaid. The Company shall receive the purchase money on behalf of the Vendor but shall not be bound to earn or pay interest thereon. The receipt of the Company for the purchase money shall be a good discharge to any purchaser who shall not be bound to see to the application thereof, and after the name of the purchaser has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

- (F) If by the end of the applicable period specified in paragraph (C) of this Article, the Directors shall not have found purchasers for all the Sale Shares pursuant to this Article, the Vendor may elect either:-
- (i) to sell those Sale Shares which Members are willing to purchase; or
 - (ii) to give notice that none of the Sale Shares shall be sold under the Offer.

In the event that no purchasers have been found or in the event that the Vendor elects as in sub-paragraph (ii) above then the Vendor shall be at liberty to sell and transfer all or any of the Sale Shares at any time within the following 6 months to any person or persons in pursuance of a bona fide sale at any price not being less than the Sale Price provided that the Directors may require to be satisfied that such shares are being transferred in pursuance of a bona fide sale for a consideration not being less than the Sale Price without any deduction, rebate or allowance whatsoever to the purchaser and if not so satisfied they may refuse to register the transfer or instrument concerned.

- (G) For the purpose of this Article the expression "the Sale Price" shall mean:-
- (i) the price per share (if any) specified by the Vendor in the Transfer Notice; or (if no such price is specified)
 - (ii) the fair value per share as the Vendor and the Directors shall agree or failing agreement as determined in writing by the Auditors of the Company acting as experts and not as arbitrators having regard in their opinion to the fair selling value of the Sale Shares on the open market and to the fair value of the business of the Company as a going concern and on the basis of an arm's length transaction as between a willing Vendor and a willing purchaser; for the purpose of such valuation the Auditors shall ignore the fact that the Sale Shares comprise a majority or a minority interest in the Company. The determination of the Auditors shall be binding on all concerned. The cost of obtaining the certificate of the Auditors shall be borne by the Company.
- (H) The Directors shall not be bound to register as a Member any person becoming entitled to a share in consequence of the death, bankruptcy or liquidation of a Member unless the person so entitled falls within one of the categories described in paragraph (A)(ii) of this Article and may refuse to do so and shall not be bound to give any reason for their refusal. In the event of such refusal being notified by the Directors to such

person in writing or if the person aforesaid shall elect to transfer any shares without having been registered as a holder thereof such person shall be deemed to be a Vendor and to have served a Transfer Notice (within the meaning of paragraph (B) of this Article) in respect of all shares to which he has so become entitled seeking transfer at the fair value as determined by the Auditors in accordance with paragraph G(ii) of this Article and the provisions of this Article shall apply as if such person were a holder of such share.

- (I) Any direction (by way of renunciation, nomination or otherwise) by a Member entitled to an allotment of Shares, to the effect that such shares or any of them be allotted or issued to some person other than himself or one of those persons falling within the categories described in paragraph (A)(ii) of this Article shall for the purposes of these Articles be deemed to be a Transfer Notice.
- (J) The Directors may decline to register:-
 - (i) any transfer of any share on which the Company has a lien;
 - (ii) any transfer of a share to a person of whom they do not approve.

PROCEEDINGS AT GENERAL MEETINGS

- 11. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and on a poll vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.
- 12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - (a) by the chairman; or
 - (b) by any Member present in person or by proxy and having the right to vote at the meeting;

DIRECTORS

- 13. The Company may by Ordinary Resolution and the Directors shall have power at any time and from time to time to appoint any person to be a Director of the Company.
- 14. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less

than one, and shall not be subject to any maximum.

15. Subject to such disclosure as is required by Regulation 86 of Table A a Director shall be entitled to vote in respect of any contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
16. The office of alternate Director shall be vacated if the alternate Director:-
 - (i) is removed in accordance with the provisions of Regulations 67 and 68 of Table A;
 - (ii) resigns his office by writing under his hand left at the Registered Office;
 - (iii) is removed by a Resolution of the Directors
17. Save as otherwise provided in these Articles an alternate Director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Numbers of Shares
taken by each
Subscriber.

DAVID WALSH

ONE

14/16 REGENT STREET

London SW1Y 4PH

Solicitor



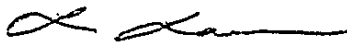
LEONIE RUTH LAWSON

ONE

14/16 REGENT STREET

London SW1Y 4PH

Solicitor



DATED the

7th

day of October 1986

WITNESS to the above signatures:

ROBERT CALZOLARI

14/16 Regent Street
London SW1Y 4PH

Solicitor



G**COMPANIES FORM No. 10****Statement of first directors
and secretary and intended
situation of registered office****10**

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

2069570

Name of company

* Insert full name
of company

* RUPUS LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

Dorland House

14/16 Regent Street

LONDON

Postcode SW1Y 4PH

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

☐

Postcode

Number of continuation sheets attached (see note 1)

☐

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

WALSH LAWSON & FIREMAN
DORLAND HOUSE
14/16 REGENT STREET
LONDON SW1Y 4PH

For official Use
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)	DAVID WALSH	Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature <i>David Walsh</i>		Date <i>29 September 1986</i>

SEE SCHEDULE ATTACHED

† enter particulars of other directorships held or previously held (see note 1) if this space is insufficient use continuation sheet


Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
	Postcode
Other directorships †	
I consent to act as director of the company named on page 1	
Signature	Date

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
	Postcode
Other directorships †	
I consent to act as director of the company named on page 1	
Signature	Date

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this margin

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

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		LEONIE RUTH LAWSON			
Previous name(s) (note 3)				None	
Address (notes 4 & 7)		Flat 3, 11 Airlie Gardens,			
		LONDON			
		Postcode	W8 7AL		
I consent to act as secretary of the company named on page 1					
Signature				Date 29 th September 1986	

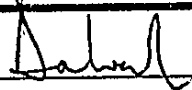
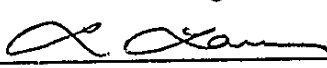
Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers		Date
---	--	------

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

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

Signed		Date 29 September 1986
Signed		Date 29 September 1986
Signed		Date
Signed		Date
Signed		Date
Signed		Date

DIRECTOR'S SUMMARY SHEET

FULL NAME	DAVID WALSH		
FORMER NAME			
ADDRESS	33 BARN HILL, WEMBLEY, MIDDLESEX.		
	HA9 9LF		
OCCUPATION	SOLICITOR		
NATIONALITY	BRITISH	DATE OF BIRTH	21.05.37

LIST OF DIRECTORSHIPS

REF	NAME OF COMPANY	APPT	RESIG
	AARDWOLF ELECTRONICS LIMITED	30-05-85	
	ALASDAIR HOLDINGS LIMITED	29-03-84	11-06-85
	ALBERT LODGE INVESTMENTS LIMITED	04-01-83	IN LIQ 11-09-84
	ARBARTHORPE ENGINEERING SERVICES LIMITED	31-10-83	30-04-85
	ARBARTHORPE OILFIELD SERVICES LIMITED	31-10-83	12-12-83
	ARBARTHORPE PROPERTIES LIMITED	31-10-83	30-04-85
	ARROWCON LIMITED	01-11-83	30-04-85
	ARUNBURY LIMITED	09-08-83	22-12-83
	AVENCA INVESTMENT COMPANY LIMITED	09-01-85	
	AVENCA INVESTMENTS LIMITED	06-10-83	11-07-84
	AVENCA MANAGEMENT LIMITED	02-04-85	23-07-85
	AWARE INVESTMENTS LIMITED	09-08-83	24-05-84
	BEXMACE LIMITED	28-02-80	
	BENNINGBOURNE LIMITED	03-12-74	31-12-84
	BRANON PLC	31-10-83	30-04-85
	BROADWAY HOUSE PROPERTIES (WIMBLEDON) LTD	09-08-83	30-04-85
	CABLES AND FLEXIBLES LIMITED	18-06-85	
	CARLTON WHITTEN AND COMPANY LIMITED	16-03-82	30-04-85
	CAROBEL LINER AGENCIES LIMITED	19-10-84	30-04-85
	CEDAR TRANSPORT (WESTERN) LIMITED	09-08-83	30-04-85
✓	CAROWOOD LIMITED	16-01-86	18-06-86

DIRECTORS SUMMARY SHEET (CONTINUATION)

FULL NAME

DAVID WALSH

LIST OF DIRECTORSHIPS

REF	NAME OF COMPANY	APPT	RESIG
	D & H B MANAGEMENT SERVICES LIMITED	01-05-62	29-04-83
	D & H B NOMINEES LIMITED	30-11-73	
	EBENEZER THOMPSON & COMPANY LIMITED	09-08-83	30-04-85
	EBULART LIMITED	31-10-83	L.R IN REC
	EBULIN LIMITED	31-10-83	IN LIQ
	EDMOND HOLDINGS PLC	25-04-83	
	EDMOND PROPERTIES LIMITED	08-11-84	
	ELLESMERE PORT PROPERTIES LIMITED	20-02-84	04-04-85
	EPP INVESTMENTS LIMITED	02-08-84	04-04-85
	FREIGHTMASTER ESTATES LIMITED	06-10-83	08-02-84
	GLOWREST LIMITED	09-08-83	30-04-85
	GOLDLINE INVESTMENTS LIMITED	09-08-83	13-12-83
	H E LOVE LIMITED	09-08-83	30-04-85
	HIGHWAY HIRE LIMITED	01-11-83	IN LIQ 19-03-84
	HILLCOPSE LIMITED	29-03-84	11-06-85
	IBISMANOR LIMITED	02-11-83	30-04-85
	IMPERIAL HOTEL BLACKPOOL LIMITED	29-03-84	11-06-85
	JACK BRANCH (CONSTRUCTION) LIMITED	09-08-83	30-04-85
	JACK BRANCH LIMITED	09-08-83	30-04-85
	JOHN HARRIS (CONTRACTS) LIMITED	09-08-83	30-04-85
	LA ROCQUE PROPERTIES LIMITED	17-03-81	
	LECTRIFLEX CABLES AND ACCESSORIES LIMITED	21-05-85	
	LINFROST LIMITED	14-01-83	17-05-83
	LIVERPOOL GRAIN STORAGE & TRANSIT CO. LTD	23-06-83	30-04-84
	LOADPROFIT LIMITED	29-02-84	30-04-85
	LOW'S OF WINSLOW LIMITED	09-08-83	30-04-85
	LYSANDER INVESTMENTS LIMITED	04-03-77	

DIRECTORS SUMMARY SHEET (CONTINUATION)			
FULL NAME		DAVID WALSH	
LIST OF DIRECTORSHIPS			
REF	NAME OF COMPANY	APPT	RESIG
	LYSANDER SECURITIES LIMITED	04-03-77	
	MAGNAKIRK SECURITIES LIMITED	03-12-74	
	MARTINS TAVERNS LIMITED	29-03-84	11-06-85
	OMBETER INVESTMENTS LIMITED	03-06-85	14-11-85
	PARK HOUSE HOTEL (BLACKPOOL) LIMITED	29-03-84	11-06-85
	PEEK HOLDINGS PLC	30-07-81	
	P H INDUSTRIALS PLC	12-03-82	30-04-85
	PRINCE CONCERT PROMOTIONS LIMITED	29-03-84	11-06-85
	PRINCE OF WALES HOTELS PLC	04-05-84	04-04-85
	PRINCE OF WALES HOTELS (SERVICES) LIMITED	29-03-84	11-06-85
	PRINCE TAVERNS LIMITED	29-03-84	11-06-85
	PRINCE THEATRE LIMITED	29-03-84	11-06-85
	PURFLEET PROPERTIES LIMITED	18-06-84	04-04-85
	QUALITY HOTELS EUROPE LIMITED	22-05-84	11-06-85
	QUALITY HOTELS INTERNATIONAL LIMITED	22-05-84	11-06-85
	R & D ELECTRICAL INSTALLATIONS LIMITED	02-04-85	
	R & D ELECTRONICS LIMITED	08-05-85	
	R & D ELECTRONIC TECHNOLOGY LIMITED	21-05-85	
	R & D HOLDINGS LIMITED	09-02-83	
	R & D SECURITIES (1984) LIMITED	21-05-85	
	REVDENE LIMITED	09-08-83	30-04-85
	RYELAND FABRICATIONS LIMITED	31-10-83	IN LIQ
	SEINELAKE LIMITED	09-08-83	30-04-85
	SENGRANGE LIMITED	09-08-83	04-12-84
	SONARUPA INVESTMENTS LIMITED	09-08-83	30-04-85

DIRECTORS SUMMARY SHEET (CONTINUATION)

FULL NAME

DAVID WALSH

LIST OF DIRECTORSHIPS

[illegible]

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2069570

I hereby certify that

RUPUS LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the

31ST OCTOBER 1986

E. C. C. Wick
MRS E. C. C. WICK

an authorised officer