

G

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
(Address overleaf)

For official use

For official use

[] [] [] []

[]

Name of company

* **EASITRON LIMITED**

* Insert full
name of Company

I, David Black
of Shaftesbury House, 72 Culver Street East, Colchester, Essex

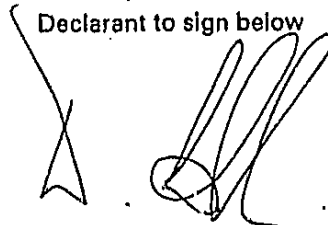
† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(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 9 Trinity Street
Colchester
Essex

the 22nd day of July
One thousand nine hundred and ninety-three
before me Aine Matthews

Declarant to sign below



A Commissioner for Oaths, or a Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.
Aine Matthews
9 Trinity Street
Colchester
Essex CO1 1JN
Tel. 0206 44434
Solicitor

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

**FOREMOST FORMATIONS
SHAFTESBURY HOUSE
72 CULVER ST. EAST
COLCHESTER CO1 1JN**

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 ☐

EASITRON LIMITED

Registered office of the company on
incorporation.

RO

ShaftesburyHouse

72 Culver Street East

Post town Colchester

County/Region Essex

Postcode CO1 1LF

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.

☐

Name Foremost Formations

RA

Shaftesbury House

72 Culver Street East

Post town Colchester

County/Region Essex

Postcode CO1 1LF

Number of continuation sheets attached

☐

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

FOREMOST FORMATIONS

SHAFTESBURYHOUSE

72 CULVER ST. EAST

COLCHESTER CO1 1LF

Postcode

Telephone

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

CS	
	David
	Black
AD	22 Cape Close
	Post town Colchester
	County/Region Essex
	Postcode CO3 4LX Country England
I consent to act as secretary of the company named on page 1	
Signed	Date 20/7/93

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.

* Voluntary details

Consent signature

CD	
	David
	Black
AD	22 Cape Close
	Post town Colchester
	County/Region Essex
	Postcode CO3 4LX Country England
DO	1 2 0 6 5 7
	Nationality NA British
OC	Formation Agent
OD	None
I consent to act as director of the company named on page 1	
Signed	Date 20/7/93

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**CD**

Dennis

Black

AD

23 Byron Avenue

Lexden

Post town Colchester

County/Region Essex

Postcode CO3 4HG

Country England

DD 2 | 9 | 0 | 3 | 2 | 9Nationality **NA** British**OC**

Formation Agent

OD

None

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

Signed

Date

20/7/93

Delete if the form
is signed by the
subscribers.

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

20/7/93

Signed

Date

20/7/93

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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284.0640.

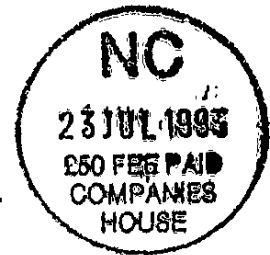
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

EASITRON LIMITED



1. The Companies name is EASITRON LIMITED
2. The registered office of the Company will be situated in England and Wales.
3. The Companies objects are:-

(A) To carry on all or any of the businesses of a commercial trading company, to be general merchants and traders, cash and credit traders, importers, exporters, designers, manufacturers, manufacturers agents and representatives, buyers, sellers, distributors, factors, wholesalers, retailers, letters on hire and shippers of and dealers in produce, products, goods, wares and merchandise and electronic, military, electric, communications, desalination, glass, domestic, mining, industrial and agricultural equipment and accessories and spare parts of every description, franchise operators, to participate in, undertake, perform and carry on all kinds of commercial industrial, trading and financial operations and enterprises, consultants, market research specialists, experts and advisers in aircraft robotics, computers, electronic and engineering equipment of every kind, business office energy and other systems and cost analysis, efficiency techniques, marketing and sales promotion, management, commercial, social and other undertakings and pensions, insurance, finance, technical, economic and financial matters; to carry on the business of farming and of traders and dealers in and breeders of animals and to create, establish and maintain an organisation for the purchase, sale, vending, distribution, advertising or introduction of products, merchandise, goods, wares and commodities of every description; to carry on all or any of the businesses of brokers and dealers in aircraft of every description, land and waterbourne vehicles of every description and haulage and transport contractors, removers, general storekeepers and warehousemen, discount and credit traders, mail order specialists, railway, shipping, forwarding agents and printers; to carry on the businesses of builders and estate agents and to acquire by purchase, lease or otherwise for development, investment, letting or resale and to traffic in land and buildings and other property of any tenure or any interest therein; to carry on the business of travel agents, and to organise, arrange and facilitate travelling, whether by air, rail, sea, road or otherwise, and to provide passengers, travellers and tourists with hotel and other services and conveniences of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings as and when may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings in any part of the world as may be thought desirable; and to act as merchants generally.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company or further any of its' objects.

145901

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and 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 for such consideration and on such terms as may be considered expedient.
- (D) To erect, construct, lay down, enlarge and maintain any roads, railways, tramways, sidings, bridges, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise for erection, construction and maintenance of any of the above.
- (E) To borrow, raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purpose of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the company or of its customers or other persons or corporations having dealings with the company, or in whose businesses or undertakings the company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (I) To make advances to customers and others with or without security, and upon such terms as the company may approve, and generally to act as bankers for any person or corporation.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such a person as aforesaid, their dependants or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interest of the Company or its officers or employees.
- (K) To draw, make, accept, endorse, negotiate, discount and excuse promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the money of the company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may be from time to time be determined.

(M) To pay for any property or right 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, repayments 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.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by installments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred 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.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing-profits, union of interests or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to guarantee the contracts of liabilities of, or the payment of dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over all or any of the assets and liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or Company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share or profits, or otherwise, grant licences, easements and other rights in or over, and in any 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.

(S) To amalgamate with any other Company whose objects are or include objects similar to those of this Company whether by sale or purchase, (for fully or partly paid-up share or otherwise) of the undertaking, subject to the liabilities of this or any other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership or any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the objects or any of them.

And it is hereby declared that in the construction of this clause the word "Company" except where used in reference to the Company shall be deemed to include any person, partnership or other body or persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein be in no way limited by reference to any other paragraph or the name of the Company, but may be carried out in full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a seperate, distinct and independant company.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 Ordinary Shares of £1 each. The shares in the Original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

- We the Subscribers to this Memorandum and Articles of Association, wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names.

Names and Addresses
of Subscribers
Subscriber.

Number of Shares
taken by each

David Black
22 Cape Close
Prettygate
Colchester
Essex
CO3 4LX



1 (One)

COMPANY FORMATION AGENT

Dennis Black
23 Byron Avenue
Lexden
Colchester
Essex
CO3 4HG

1 (One)

COMPANY FORMATION AGENT

Dated this 20th day of July 1993

Witness to the above signature:-

Heidi Rampton
222 St. Andrews Avenue
Colchester
Essex
CO4 3AG



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EASITRON LIMITED

1. (a) Subject as hereinafter provided, the regulations contained in Table A in The Company's (Tables A to F) Regulations 1985 (Hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 8, 64, 76, 77, 94, 96, 97 and 113 of Table A shall not apply to the Company.

(c) In these Articles "The Act" means The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all of these or debentures being offered for sale to the public.

SHARES

3(a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this article shall be conditional upon due compliance with Article 4 hereof and shall extend to the amount of the authorised share capital of the new Company upon its incorporation. The said authority will expire on the fifth anniversary of the date of incorporation unless renewed, varied or revoked by the Company in General Meeting in accordance with the said Section 80.

(c) The Directors shall be entitled under general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

4. Subject to any direction to the contrary that may be given by the Company in general Meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined and after the expiry of such time or upon receipt of any termination from the member to whom such notice is given that he declines to accept shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of any other difficulty in apportioning the same cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of Section 90 (1) of the Act, Sections, 89(1) and 90(1) to 90(6) inclusive of the Act shall not apply to the Company.

LIEN

5. The Company shall have first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

6. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

MEETINGS

7. In accordance with Section 372(3) of the Act in every notice calling a general meeting of the Company shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

8. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. The first Directors of the Company will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the Act.

10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the Regulations of Table A shall be construed accordingly.

11. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty five clear days before the date of the meeting a notice in writing signed by all members qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

12. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class in the capital of the Company.

13. The Company shall not be subject to Section 293 of the Act. Any person may be appointed or elected a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years of age or any other age.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgages or charges its undertakings, property and uncalled capital, or any part thereof, and subject (in any case of any security convertible into shares) to Section 80 of the Act and Article 3 hereof, 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 part.

POWERS AND DUTIES OF THE DIRECTORS

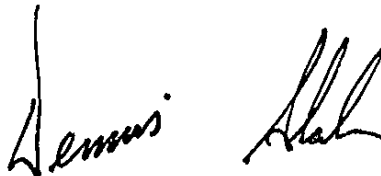
15. A Director may vote in respect of any contract or proposed contract or arrangement in which he is interested, whether directly or indirectly, or upon any matter arising therefrom and he may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed, and if he shall so vote his vote shall be counted.

NAMES AND ADDRESSES OF SUBSCRIBERS

David Black
22 Cape Close
Prettygate
Colchester
Essex
CO3 4LX



Dennis Black
23 Byron Avenue
Lexden
Colchester
Essex
CO3 4HG.



Dated this 20th day of July 1993.

Witness to the above signatures:-

Heidi Rampton
222 St Andrews Avenue
Colchester
Essex
CO4 3AG



FILE COPY



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

No. 2840640

I hereby certify that

EASITRON 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 29 JULY 1993

P. Bevan
P. BEVAN

an authorised officer