

FILE COPY



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

Company No. 4985633

The Registrar of Companies for England and Wales hereby certifies that

G.B. OVERSEAS SERVICES 2003 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 December 2003



N04985633P





Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

4985633

Company Name in full

G.B. OVERSEAS SERVICES 2003 LIMITED

I, PETER DONALD GARNHAM

of FLAT 6, HILLTOP ROAD, BERKHAMPTON
HERE HP4 2JN

† Please 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 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

Declarant's signature

[Signature]

Declared at

7 LEVYNE COURT, PINE STREET, LONDON EC1R 0JQ

Day Month Year

On

6 3 1 2 2 0 0 3

① Please print name.

before me ①

X CAROLINE ELISABETH CRAWFORD

Signed

X C. C. M.

Date

31 December 2003

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

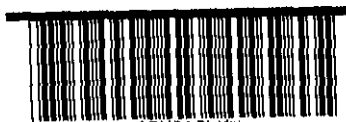
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

X 7 LEVYNE COURT, PINE STREET, LONDON
EC1R 0JQ

Tel 0207 837 6325

DX number

DX exchange



A12
COMPANIES HOUSE

0308
04/12/03

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

10

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

Company Name in full

G.B.OVERSEAS SERVICES 2003 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE HOLLIES

MAIN STREET, THORGANBY

Post town

YORK

County / Region

NORTH YORKSHIRE

Postcode

YO19 6DA

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

1

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

G.W.GARNHAM

THE HOLLIES, MAIN STREET, THORGANBY YORK, N.YORKS

YO19 6DA

Tel 01904 448282

DX number

DX exchange

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

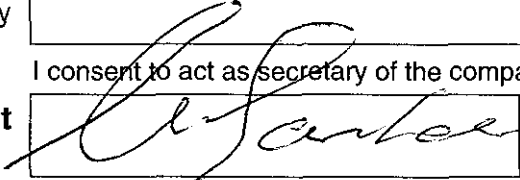


A12
COMPANIES HOUSE

0310
04/12/03

Form April 2002

Company Secretary (see notes 1-5)

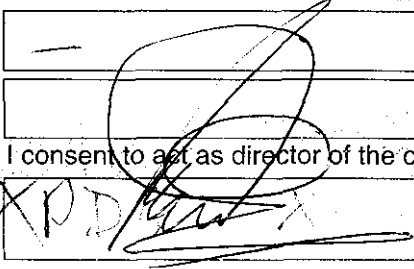
Company name	G.B. OVERSEAS SERVICES 2003 LIMITED		
NAME	*Style / Title	MR.	*Honours etc
Forename(s)	GERALD WILLIAM		
Surname	GARNHAM		
Previous forename(s)			
Previous surname(s)			
* Voluntary details	Address **	THE HOLLIES, MAIN STREET, THORGANBY	
	Post town	YORK	
	County / Region	NORTH YORKSHIRE	Postcode
			YO19 6DA
	Country		
I consent to act as secretary of the company named on page 1			
Consent			Date
			30/11/03

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR.	*Honours etc
Forename(s)	PETER DONALD		
Surname	GARNHAM		
Previous forename(s)			
Previous surname(s)			
** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address **	FLAT 6, HILLTOP ROAD,	
	Post town	BERKHAMSTED	
	County / Region	HERTFORDSHIRE	Postcode
			HP4 2HN
	Country	ENGLAND	
Date of birth	Day	Month	Year
	24	08	1935
Nationality	BRITISH		
Business occupation	CONSULTANT		
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature			Date
			30/11/03

Directors¹ (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR.** *Honours etc

Forename(s) **GERALD WILLIAM**

Surname **GARNHAM**

Previous forename(s)

Previous surname(s)

[†] Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address [†]

☐

THE HOLLIES, MAIN STREET, THORGANBY

Post town **YORK**

County / Region **NORTH YORKSHIRE** Postcode **YO19 6DA**

Country **ENGLAND**

Date of birth Day Month Year **24 08 1935** Nationality **BRITISH**

Business occupation **ACCOUNTANT**

Other directorships

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

Consent signature **G. Garnham** Date **30/11/03**

This section must be signed by

Either

an agent on behalf of all subscribers

Signed Date

Or the subscribers

(i.e those who signed as members on the memorandum of association).

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

CONTINUED

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) 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 forename(s) or surname(s) 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.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and 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.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

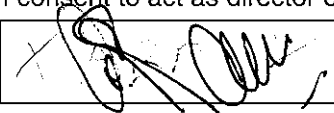
- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR.	*Honours etc	
	Forename(s)	ANTHONY, PATRICK		
	Surname	POWER		
	Previous forename(s)			
	Previous surname(s)			
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address †	NEWLANDS, HOG PITS BOTTOM,		
		FLAUNDEN		
	Post town	↓		
	County / Region	HERTFORDSHIRE	Postcode	HP3 0QB
	Country	ENGLAND		
	Date of birth	Day	Month	Year
		06	03	1946
	Nationality	BRITISH		
	Business occupation	COMPANY DIRECTOR		
	Other directorships †	A.P. Power LTD - X		
	I consent to act as director of the company named on page 1			
	Consent signature			Date
				03/12/03

This section must be signed by**Either**

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

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The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

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The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

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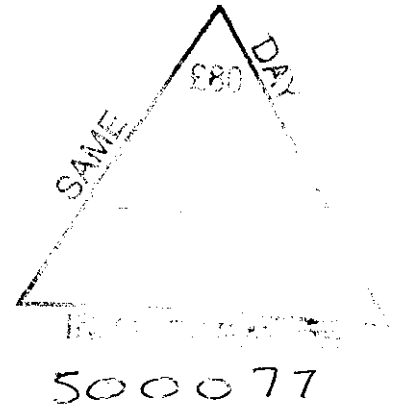
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

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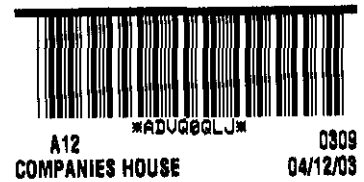
4988633

268990

The Companies Act 1985 and 1989



COMPANY LIMITED BY SHARES



Memorandum of Association

OF

G.B. OVERSEAS SERVICES 2003

LIMITED

1. The Company's name is "G.B. OVERSEAS SERVICES 2003 LIMITED"
2. The Company's registered office is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The Company's share capital is £100,000 divided into shares of £1 each.

We, the Subscribers to this memorandum 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.

NAME(S), ADDRESS(ES) AND SIGNATURE(S) OF SUBSCRIBER(S)

Number of Shares
taken by each
Subscriber

PETER DONALD GARNHAM
FLAT 6, HILLTOP ROAD
BERKHAMSTED
HERTFORDSHIRE
HP4 2HN

ONE

(Signed) 

(Dated) 03/12/03

GERALD WILLIAM GARNHAM
THE HOLLIES
THORGANBY
YORK
YO19 6 DA

ONE

(Signed) 

(Dated) 30/11/03

NAME(S), ADDRESS(ES) AND SIGNATURE(S) OF WITNESS(ES) to the above
Signature(s) -

Witness to P D Garnham

Witness to G W Garnham

ROGER WALTER BULLOCK

Name: MR. ENRICO ROVELLI

Name: 

Address: TOP FLOOR

Address: 35 HAVERAH COURT

105 HOLLAND ROAD

YORK

LONDON W14 8HS

YO30 4TG

Dated: 03/12/03

Dated: 30/11/03

COMPANY LIMITED BY SHARES

Articles of Association

OF

**G.B. OVERSEAS SERVICES 2003
LIMITED**

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the company.
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no offer or invitation 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 or any of those shares or debentures being offered for sale to the public.
4. At the date of the adoption of these Articles the capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1 each.
5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80 (2) of the Companies Act 1985) 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 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on the date of the fifth anniversary of the incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.

(c) The Directors shall be entitled under the 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.

6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 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 the 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 an intimation from the member to whom such notice is given that he declines to accept the 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 the proportion borne by them to the number of persons entitled to any such offer as aforesaid or 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 91 (1) of the Companies Act 1985, sections 89 (1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

7. The Company shall have a 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 fully 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.

8. The Directors may, in their absolute discretion and without assigning any reason therefore, 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.

9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling 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 vote 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.
10. 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."
11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985
12. The Company shall not be subject to section 293 of the Companies Act 1985, 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 attained the age of seventy years or any other age.
13. 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 has been given to the Company by a member qualified to vote at the meeting of the intention to propose that person for election, together with a notice by that person confirming his willingness to be elected.
14. 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 meeting of the holders of any class of shares in the capital of the Company.

NAME(S) ADDRESS(ES) AND SIGNATURE(S) OF SUBSCRIBERS

PETER DONALD GARNHAM
FLAT 6 HILLTOP ROAD
BERKHAMSTED
HP4 2HN

(SIGNED).....

(DATED).....03/12/03

GERALD WILLIAM GARNHAM
THE HOLLIES
THORGANBY
YORK
YO19 6DA

(SIGNED).....

(DATED).....30/11/03

NAME(S), ADDRESS(ES) AND SIGNATURE(S) OF WITNESS(ES) To the above signature(s) -

Witness to P D Garnham

Name: MR. ENRICO REVELLI

Address: TOP FLOOR

105 HOLLAND RD

LONDON W14 8HS

Dated: 03/12/03

Witness to G W Garnham
ROGER WALTER BULLECK

Name: ~~MR. ENRICO REVELLI~~

Address: 35 HAVERAH COURT

YORK

YO30 4TG

Dated: 30/11/03